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**REVISED DRAFT**  
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"CRITTERS 3"

FADE IN:

EXT. DESERT HIGHWAY - DAY

HIGH ANGLE on a lonely strip of desert road, emphasizing the hot remoteness of it all. WIND BUFFETS OS.

LOW ANGLE - ROADWAY

Heat shimmer from the tarmac. BLOWING dust. We can READ a weathered highway sign:

REST AREA 5 mi.

RACK FOCUS as a SIDEWINDER CRAWLS into frame LARGE in F.G. PULL BACK and FOLLOW as he works his snaky way across the road. Approaching MOTOR sound O.S. Louder. And LOUDER.

ANNIE [VO]  
Oh, look ... look-look --!

ANOTHER ANGLE

as a road-weary CAMPER BARRELS right OVER the snake.

ANNIE [VO CON'T]  
-- look out!

CUT TO:

INT. CAMPER - DAY - TRAVELING

The driver is CLIFFORD, a competent Dad to two Mom-less kids. The eldest, ANNIE, is a feisty urban tomboy, early teens. Right now she's hiding her face in her hands, peeking out between the fingers.

ANNIE  
Euuwww, roadkill.

CLIFFORD  
Nah. Missed him by a mile.

Annie LOOKS rearward through the camper window to see --

[CON'T]

CONTINUED:

JOHNNY - INSIDE CAMPER SHELL

Johnny is seven, part Muppet, part moppet. He's wearing one of those T-shirts depicting the universe with a YOU ARE HERE arrow. Need we mention that Annie is fiercely protective of him, yet resistant to her de facto mommy role? Johnny is gazing spellbound out the rear door window.

JOHNNY

Missed him by a mile.

CLIFFORD

(to Annie)

See? Two to one; you lose.

CUT TO:

EXT. DESERT HIGHWAY - DAY - RESUMING SNAKE

As the Camper DWINDLES in the distance. We watch the snake's weird, undulating MOTION for a beat... Then a ragged dustmop SHADOW crosses it. Critter CHITTER vaguely OS. The snake COILS to strike and RATTLES.

TIGHT SHOT - THE SIGN

being AGITATED from BELOW FRAME as the rattle STOPS and we HEAR MEATY MUNCHING OS. Blood CUTS the dust on the sign.

CLOSE-UP - THE HIGHWAY STRIPE

We hear "Ack -- PTUI!" in Critterese OS as the snake's torn-off rattle HITS the pavement, having been FLUNG.

CUT TO:

EXT. REST AREA - DAY

REVEALED as a yacht-like chromium Winnebago ROARS PAST FRAME. Parked campers, RVs, travelers. TRACK ALONG them until we STOP at the Camper. Steam GUSHES from the radiator. Clifford tries to open the hood and keep from burning his hands. Annie STANDS BY, unsure of how to help.

CLIFFORD

Told you we'd make it.

ANNIE

You told us the brakes were going out on this thing.

[CON'T]

CONTINUED:

CLIFFORD

Come on, babe -- don't you like suspense?

ANNIE

Not when I have to go to the bathroom. Hey, c'mon, Big John, let's bail!

Johnny piles out of the Camper, toting a black tournament Frisbee.

JOHNNY

We have liftoff!

ANNIE

(to Clifford)

I bet you'd really like some aspirin about now? For your headache? And a diet soda?

Clifford GRIMACES like Mr Hyde.

CLIFFORD

And a new fan belt.

ANNIE

Two out of three; you lose.

ANOTHER ANGLE - REST AREA

Beyond the bunker housing restrooms and vending machines is a grassy area with picnic tables. Beyond that, a VERGE that dips down to woodland. All that is visible from the rest area is a canopy of treetops. We see Johnny WANDER to the EDGE, still carrying his Frisbee.

REVERSE POV - ON JOHNNY FROM FOOT OF VERGE

A floating POV that should instantly evoke Critter-Vision. Johnny DOES NOT SEE whatever is watching him. Brush MOVES ASIDE as CAMERA STALKS JOHNNY -- THEN RUSHES PELLMELL UP THE VERGE TOWARD HIM. Johnny's EYES WIDEN and he FALLS as we hear a DOG'S BARK OS and SLAM TO --

NEW ANGLE - JOHNNY

Knocked to his butt on the grass by a huge IRISH SETTER, not a Critter. The dog BARKS. Johnny seems to FOLD UP in fear, hugging the Frisbee, FREEZING.

[CON'T]

CONTINUED:

ANGLE ON ANNIE - AT VENDING MACHINES

Loading up when she TURNS and SPOTS Johnny's mishap. She DROPS one can, which POPS, fizzing.

ANNIE

Goddammit.

She fatalistically DROPS all cans, GRABS a thick stick, and CHARGES.

RESUME JOHNNY

The dog is not attacking. It's just standing ground and wagging and barking. Johnny is still frozen, disproportionately terrified. As Annie pounds up we hear a VOICE OS:

JOSH [VO]

Hey! Arnold!

JOSH beats Annie there and INTERPOSES himself with all the pique a 14-year-old can muster. He has a leash in his hands. Leather jacket. Urban, like Annie, but better monied and not about to have his dog's macho impugned.

JOSH [CON'T]

Just what the hell are you gonna do with that stick?

The BARKING dog makes both Josh and Annie YELL to be heard. Most of the Rest Area population is staring by now.

ANNIE

I was going to help your mutt take a nap!

Annie quickly spirits Johnny AWAY from the dog.

JOSH

He's not a mutt. He's a purebred.  
(to dog)  
Arnold ... SHUT UP!

ANGLE ON VENDING MACHINES

as Annie returns to do battle with them a second time, Johnny in tow. But now she's got no change left. In frustration she WHACKS a vending machine. Johnny JUMPS.

ANNIE

Shit.

[MORE]

[CON'T]

CONTINUED:

She GLARES at Johnny, who keeps his distance.

ANNIE [CON'T]  
You didn't hear that.

JOSH [VO]  
Hey!

Josh ENTERS FRAME, carrying the Frisbee.

JOSH [CON'T]  
You forgot something.

Annie won't accept it, so he flips it to Johnny and we MATCH CUT to --

THE FRISBEE IN FLIGHT

against sky. A KID LEAPS into FRAME to catch it. SPINS it to Annie. Who SPINS it to Josh. Who DROPS it.

ANGLE ON JOHNNY

Sitting side by side with Arnold the dog. Sipping root beer. His eyes follow the Frisbee track.

ANGLE ON ANNIE

Arching up to catch. She THROWS and the Frisbee BONKS Josh in the head. She WINCES when she sees.

ANGLE ON JOSH

Irritated enough to HURL the Frisbee overemphatically. CAMERA FOLLOWS as it SAILS into the treetops of the verge and VANISHES.

ON GROUP

Johnny, Annie, Josh, two or three other kids. All looking toward the verge.

ANNIE  
Looks like you just bought me a tournament Frisbee, dude.

JOSH  
(mutter)  
Don't get your undies bunched.

[CON'T]

CONTINUED:

ANGLE ON GROUP FROM BOTTOM OF VERGE

as they PEER over. Similar ANGLE to p. 3.

ANNIE

What?

JOSH

I said I can get it back, no sweat.

The kids start down the verge. Johnny stays behind. PUSH IN ON JOHNNY, staring out over the treetop canopy, as though he can see something we can't.

REVERSE POV - THROUGH LEAVES - ON JOHNNY - ARRIFLEX

As though something IN THE TREES sees Johnny as well.

GROUND VIEW - TREE

A gigantic eucalyptus. Harsh sun streams through foliage in ray patterns. A black DOT, the Frisbee, STUCK high above. Loose leaves SPIRAL down. TILT to the kids, all looking up.

JOSH

Aha. Told ya.

CLOSE-UP - ANNIE

Looking UP. Then shutting her eyes and pinching the bridge of her nose as though she has a terrific headache.

ANNIE

No. Uh-uh. No way ...

Josh stares at her. Puzzled.

JOSH

What's the matter with you?

ANNIE

Nothing. Just go get the Frisbee.

Josh SCRAMBLES up the trunk. Pretty good. Agile. This is his chance to IMPRESS Annie. When he is out of earshot, one of the KIDS turns to Annie.

KID

You afraid of heights or something?

[CON'T]

CONTINUED:

ANNIE  
(almost a whisper)  
Terrified.

TIGHT ON JOSH - MOVING UPWARD  
as a foothold branch SNAPS. He SLIPS.

RESUME ANNIE

She SEES and it makes her stomach lurch. She TURNS AWAY, converts the move into a quest for her little brother.

ANNIE  
Ohh ... jeezus Johnny where are  
you -- ?!

RESUME JOSH

as he RECOVERS and keeps CLIMBING, huffing and puffing. He REACHES for the trapped Frisbee. Not quite.

INSERT - JOSH'S HAND

just missing its objective.

CLOSE-UP - JOSH

Scanning for the nearest branch. He GRABS firm hold, then HESITATES. Something's askew.

NEW ANGLE - JOSH

As the branch he's just grabbed GRABS HIM BACK. It is not a branch, but an ARM, clad in CAMO FATIGUES. It should blend with the foliage enough to provide an A-1 SHOCK JUMP when it GRABS.

JOSH  
Whoaaaa -- holy shit!

ANGLE ON ANNIE

Looking up through her hands [as on p. 1] as the whole tree SHUDDERS and a cascades of leaves FALLS.

ANNIE  
Ohhhaaaaa -- don't fall ...

[CON'T]

CONTINUED:

FOLLOW TIGHT - JOSH

as he SNAGS a genuine branch, arresting his fall. But it's good for only a second as he LOOKS UP and SEES --

JOSH'S POV - UPPER TREE

A giant BATLIKE SHAPE above spreads diaphanous wings. Its BLACK SILHOUETTE blocks the sunlight.

RESUME ANNIE AND THE KID

KID

Is this why you're scared of heights?

RESUME JOSH

His grip SLIPS. He PLUMMETS. Breaks branches all the way down. Ouch!

INSERT - THE FRISBEE

Jarred loose. It FALLS too, clunking branch-to-branch.

RESUME JOSH'S FALL

He HOWLS. Snap, crunch, picking up speed ...

ANGLE ON ANNIE

She doesn't want to look up. Grits teeth. Averts her gaze. And STEPS BACK as Josh CRASH-LANDS !THUMP! on his back right where she stood. Limbs and leaves PILE DOWN.

ANGLE ON JOHNNY

Watching with his mouth open.

JOHNNY

We have liftoff.

And the KIDS ALL SCREAM AS --

ANGLE ON TREE - THE BATSHAPE

WHOOSHES to the ground, still a threatening SHADOW.

TIGHT ON JOSH

The Frisbee LANDS on his chest, ker-plunk.

[CON'T]

WIDEN TO ANNIE AND JOSH

As the CAMO PONCHO wafts to OBSCURE FRAME.

THEIR POV - THE BATSHAPE

Starting ground-level and TILTING slowly UP: Combat boots. Guerilla fatigues. A Bounty Hunter belt. A bandolero with a knife, fork and spoon slotted in. A sheriff's badge. A sidewinder's disembodied RATTLE on a thong around the neck. A combination of lunatic prospector, Mad Max and ... CHARLIE McFADDEN, draped in camouflaged parachute nylon. He LIFTS the Frisbee and BRANDISHES it.

CHARLIE

Now what do you children think you're doing out here ... in the middle of nowhere ... with no adult supervision?

CUT TO:

EXT. REST AREA - DAY - ON WINNEBAGO

The one from p. 2. TIGHT on the door as someone inside HITS it a few times in an unsuccessful attempt to GET OUT. Finally the door SLAMS BACK, too hard, to reveal STEPHEN BRIGGS, a tightly groomed Joe Corporate, putting on LL Bean airs today. He scans around, eyes mean, daring anyone to laugh at his brief difficulty.

BRIGGS

Damned thing.

(calls)

Josh! Josh! Front and center!

BETTY BRIGGS, a good-looking woman of 40 or so -- older than Briggs -- appears behind him.

BETTY

Maybe that fellow there saw him.

Briggs follows her gaze to Clifford, just as Clifford CLOSES the hood on the camper. He SNEERS.

BRIGGS

Please. I can find him without assistance from the blue-collar brigade.

(calls)

Joshua! Arnold! Here, boy!

[CON'T]

CONTINUED:

ANGLE ON WINNEBAGO - FROM CAMPER

Clifford WATCHES Briggs holler. Then looks DOWN OUT OF FRAME.

CLIFFORD  
He belong to you?

INCLUDE ARNOLD THE DOG

He gives a Lassie-like YIP.

CLIFFORD  
Too bad.

CUT TO:

EXT. VERGE - AT TREE - DAY - ON CHARLIE

A LOW ANGLE revealing his face as he WAVES the Frisbee.

CHARLIE  
You all think this is funny? You  
think this is some kinda joke?

Johnny APPROACHES Charlie. The other kids stay back. Johnny indicates the Frisbee.

JOHNNY  
That's my Frisbee.

Annie TURNS from Josh to see Johnny closest to Charlie.

ANNIE  
Ohh, shit --  
(to Charlie)  
You stay away from him!

Josh is still trying to SIT UP. Breath knocked out of him.

JOSH  
(a gasp)  
Yeah ... don't you ... touch him ...

Charlie looks at Johnny. SMILES. Hands over the Frisbee. Hands out, placating.

CHARLIE  
Hang on there, kids -- it ain't me  
you gotta worry about. It's this  
place.

[CON'T]

CONTINUED:

ANNIE  
(skittish)  
What about this place?

LONG, LOW ANGLE - THE KIDS - ARRIFLEX

Crittervision again, ominous, knee-height, wavering.

CHARLIE  
Can't you feel it?

TIGHT SHOT - JOSH

JOSH  
All I can feel is my brain trying  
to jump outta my skull.

RESUME LOW CRITTERVISION ANGLE

CHARLIE  
It's all around. Like the forest  
might just reach out and grab you.  
Pokin' around, climbing trees, is  
bad enough, but the real danger --

ANGLE ON CHARLIE

As he indicates the distance from his knee to the ground for  
the spellbound kids.

CHARLIE [CON'T]  
-- is down here. Right down here.  
You gotta keep a weather eye out.  
All the time. You don't watch,  
every minute, then WHAM!

On "wham" he SMACKS one fist into his palm. The kids JUMP.

CHARLIE [CON'T]  
And then it's too late.  
(beat)  
Any of you kids ever hear of a place  
called Grover's Bend?

Annie helps Josh to his feet. Helps brush him off.

CHARLIE [CON'T]  
Once upon a time it was a real town.  
With real people. Gosh, that sounds  
like the beginning of some dumb fairy  
tale, don't it?

[CON'T]

CONTINUED:

Josh tries to muster some authority against this loon.

JOSH  
I think this guy is out of his tree.

Annie SNICKERS.

CHARLIE  
I don't expect you guys to believe me. But you've gotta get out of here. You're in danger. Your parents are in danger.

JOSH  
No loss, there.

ANNIE  
Danger from what?

CHARLIE  
Krites.

JOSH  
Christ?

RESUME LOW CRITTERVISION ANGLE

As it BACKS AWAY from the tree area, TURNS, and HAULS ASS for the verge, uphill, as though ESCAPING while Charlie is talking.

ANOTHER ANGLE - CHARLIE AND THE KIDS

CHARLIE  
Listen to me, now! Get back to your families and warn them. Get back in your cars and put as much distance between you and this place as you can.

Annie rolls her eyes. Charlie is a whacko, for sure.

ANNIE  
Amen.  
(to Josh)  
Let's blow outta here; this is getting dull.

Josh SQUARES OFF with Charlie.

[CON'T]

CONTINUED:

JOSH

I'm not buying this bag of horseshit for a second. There isn't any place called Grover's Bend. You made it up. And you're just some wino who hangs around rest stops and tries to scare the poop out of little kids too stupid to know better.

ANNIE

Poop?

During this, Johnny has drawn even CLOSER to Charlie despite Annie's warning. Charlie still beseeches the others.

CHARLIE

Do what I tell you! There's things out here! You should get away while you still can!

The surplus kids TAKE OFF, leaving Johnny, Annie and Josh.

JOHNNY

Are you supposed to be scary?

Johnny and Charlie are within handshake distance now.

CHARLIE

Well ... I sure didn't put much of a scare into you, did I?

He LOOKS AROUND warily, then DIGS in his pocket. Fishes out a DISC the size of a silver dollar, totally smooth, shiny and featureless. He HANDS it to Johnny.

CHARLIE [CON'T]

Some friends of mine ... from a long way off ... gave me a bunch of these. I only got a couple left. I want you to have one.

ANGLE ON ANNIE AND JOSH

Annie starts to move forward to intercept; Josh stops her and motions that she just watch.

RESUME JOHNNY AND CHARLIE

CHARLIE [CON'T]

So you'll know your pal is never very far away. Is that a deal?

[CON'T]

CONTINUED:

Johnny ACCEPTS the disc. Hands over his soft drink can.

JOHNNY

You can have the rest of my root  
beer.

CHARLIE

My favorite. Thanks.

INSERT - THE DISC IN JOHNNY'S HAND

It seems to GLOW warmly, even in daylight. A calm pulsing.

RESUME CHARLIE AND JOHNNY

CHARLIE

If it ever starts to glow bright  
green -- that's the time to watch  
out for yourselves.

JOHNNY

Green.

ANGLE ON THE GROUP

ANNIE

(skeptical)

Green. A green glow.

Enough is enough. She TAGS Johnny by the sleeve and BACKS  
him away.

ANNIE

[CON'T]

We really have to go now.

(sarcastic)

No offense.

JOSH

Give my regards to Mars.

CHARLIE

Don't be so quick. You're not as  
smart as you think you are.

As the kids WALK OUT OF FRAME, PUSH IN TIGHT on Charlie.

CHARLIE

[CON'T]

(more to himself)

You just might need somebody like  
me. Someday.

[CON'T]

CONTINUED:

FOLLOW KIDS AS THEY CLIMB THE VERGE

JOSH

Do you believe that guy?

ANNIE

What guy?

She points rearward. Josh LOOKS. Charlie is GONE. She JABS an elbow into Josh's ribs before he can take offense. Johnny is still wistfully looking BACK.

JOHNNY

There's things out here. He said.

JOSH

(sly)

Look what I found.

From his jacket he DRAWS a slim metal tube.

INSERT - THE TUBE IN JOSH'S HANDS

About 8" long, about the diameter of a cigarette. One end pointed. Fat end stoppered with wax. A MODEL ROCKET ENGINE is fastened with electrical tape; near it, an AA battery, likewise. A slim WIRE of naked copper connects the battery to each end.

RESUME KIDS - AS THEY TOP THE VERGE

If we haven't seen it earlier, now would be a good time to INCLUDE a BILLBOARD admonishing passers-by to RECYCLE their glass, paper and plastic containers.

ANNIE

That's definately the weirdest --  
the second weirdest thing I've seen  
today.

JOSH

He dropped it. When he jumped out of  
the tree.

ANNIE

Well, now that you've got it, what the  
heck do you do with it?

JOSH

Looks like a big electric bullet.  
Homemade. But I didn't see a gun or  
weapon or anything like that.

[CON'T]

CONTINUED:

ANNIE

You want to go back and find him and ask him what it is?

JOSH

Negatory.

(looks around)

I need a piece of metal. A piece of wire.

ANNIE

What for?

JOSH

I built one of those kit radios once. It actually worked, too. I need something to close the circuit. See how it's wired?

Annie HOLDS UP her wrist. Various BRACELETS clink together.

ANNIE

How about a copper bracelet?

JOSH

Excellent.

JOHNNY

(nodding)

Excellent.

They HUNKER DOWN at a picnic table near the verge, in the sightline of the billboard.

JOSH

Mind if I bend it a little bit?

ANNIE

(shrugs)

They bend out of shape all the time.

CLOSE-UP - JOSH AT WORK

He uses Annie's bracelet to touch BOTH ENDS of the battery.

JOSH

Come on. Do something.

We see a TINY SPARK of CONTACT, and --

[CON'T]

CONTINUED:

ANGLE TOWARD BILLBOARD - INCLUDE KIDS

The projectile SHOOTS AWAY FSSS! at high speed. Thin VAPOR TRAIL. It HITS the billboard and there is a BANG like a gunshot!

KIDS POV - THE BILLBOARD

As the center of the billboard BLOWS OUT, spraying WOOD CHAFF everywhere and turning all heads at the Rest Area.

ANGLE ON THE KIDS

Josh is slackjawed. Johnny BEAMS.

ANNIE

Ho-leee shit.

ANGLE ON WINNEBAGO - BRIGGS

Leaning out the door again, hollering.

BRIGGS

Joshua! Front and center! And I do mean now!

RESUME KIDS AT TABLE

Some of the billboard is still FLOATING down. Josh GRUMBLES.

JOSH

Ja, ja, mein kommandant.

ANNIE

(amused)

Joshua?

JOSH

Uh -- I gotta go.

He lends Annie and Johnny a halfhearted WAVE and JOGS off. As Annie WATCHES him go, the billboard finally CAVES IN and COLLAPSES in the distance. Which amuses Johnny.

ANNIE

What'd you think of that, Big John?

JOHNNY

It was a gas groove. Aliens probably did it.

[CON'T]

CONTINUED:

ANNIE  
You watch too much TV.

CUT TO:

EXT. REST AREA - DAY - ON CAMPER

Clifford is checking the tires with a pocket air gauge. Annie and Johnny have returned.

CLIFFORD  
Load up, troops -- we got a good four hour drive to go. We've also got enough potential malfunctions to qualify us for NASA aid.  
(to Annie)  
What happened to that sign, babe?

Annie PLAYS DUMB really superlatively.

ANNIE  
It just sort of ... broke. One end kinda cracked and the whole goddamned thing fell right over.

JOHNNY  
(nodding furiously)  
The whole goddamned thing!

Clifford reaches BENEATH the truck to tighten the lug on the spare tire ... and his hand comes out with GREEN GOO smeared on it.

CLIFFORD  
Ms Sawyer, could we please watch our language around Johnny ... aww, shit.  
(stares at hand)  
Honey -- could you get me a paper towel or something?

ANGLE BENEATH CAMPER - ON SPARE TIRE MOUNT

Now we can see mysterious SHAPES which you and I know are CRITTER EGGS tucked in alongside the drive shaft, and our ANGLE WAVERS to become CRITTER-VISION, watching Clifford's feet.

ANNIE [VO]  
How about a squeegee?  
(beat)  
Just kidding.

[CON'T]

CONTINUED:

ANGLE ON ANNIE - AS SHE BOARDS CAMPER

Suddenly feeling her wrist and realizing her bracelet is MIA.

JOHNNY [VO]  
Is this trip really necessary?

CLIFFORD [VO]  
Mount up.

Annie's eyes follow the DUST TRAIL left by the departing Winnebago.

ANOTHER ANGLE - CAMPER

Revving loud, almost painfully, and backing out. A sudden wet potato-chip SQUISH noise and Annie stares over the hood.

WHAT SHE SEES - SLIME TRAIL

Green goo embossed with tread marks issuing from a matted MASH of brown fuzz.

ANGLE ON ANNIE - INSIDE THE CAB

As Johnny POKES his head through the port.

JOHNNY  
Euww, roadkill.

CLIFFORD  
Cheer up, Annie -- we're almost home.

ANNIE  
(bored)  
Imagine my joy.

HIGH ANGLE - REST AREA

As the Camper tootles toward the onramp. Engine LABORS.

ANNIE'S POV - THRU WINDSHIELD - MOVING

As a SIGN flashes past. Old, weatherbeaten. History. Barely legible beneath dust and rust:

GROVER'S BEND: 2 mi.

[CON'T]

CONTINUED:

ANNIE  
(to herself)  
Grover's Bend ...

JOHNNY  
(quoting Charlie)  
"Once upon a time, it was a real  
town. With real people."

She GLANCES BACK toward the Rest Area. Uncertain.

ANNIE  
What a crock.

RESUME HIGH SHOT OF TRAVELING CAMPER

Driving off. Dwindling. Hot sun GLARE FLASHES as we

DISSOLVE TO:

## EXT. PARADISE APARTMENT BLDG - DAY

A lone and crumbling three-story structure in the middle of a block clearly being razed. Surrounded by vacant lots and condemned housing. FOR RENT sign bolted to brick. Rusted. In the 1920s, this building was something; today it is seedy and in disrepair, on its way out.

A clunky TRUCK is curbed in front, loaded with furniture. A refrigerator sits strapped to a dolly on the sidewalk. A MAN [FRANK] appears, leaning out of a second story window to look at the world.

CUT TO:

## INT. MARIO OLIVIDOR'S APARTMENT - DAY

We get a better look at FRANK, the building handyman/manager. He wears workboots. Jeans. A fatigue VEST, many pockets, over a T-shirt with the sleeves ripped off. All of Frank's shirts have the sleeves ripped off. Budweiser muscle. Under the vest he wears a SHOULDER HOLSTER containing a .22 caliber PELLET GUN. Some disco jewelry. Wrist bands.

## ANGLE ON MARIO OLIVIDOR

Trying to wrestle a large mattress through a too-narrow doorway. He's about fifty.

MARIO

Hey, Frank -- I'd appreciate a hand with some of this stuff.

FRANK

Sure thing, Mister O.

Frank lifts a tiny GOLDFISH BOWL from a table near the window, and heads for the door, holding the bowl at eye level, distorting his face [and scaring the fish]. He walks PAST MARIO and out the door into --

## SECOND-FLOOR HALLWAY

where he encounters ROSALIE, a vast, flower-print muu-muu sort, of building busybody. Flaming red hair and too much jewelry bought through the Home Shopping Club.

ROSALIE

You be gentle with Jezebel, now,  
Frankie.

Frank makes fishy lips at Jezebel, in her bowl.

[CON'T]

CONTINUED:

FRANK

Frankie loves Jezebel ... don't he?

He makes disgusting KISSY NOISES at Jezebel and proceeds down the 2nd floor hall to the ELEVATOR.

ROSALIE

Hey, is that deathtrap fixed yet?

Frank punches the button. The doors open.

FRANK

Still too dangerous, Rosie. Let me handle it. I-am-a-trained-professional. Stay out till I say it's okay.

Rosalie WAVES him off [meaning: "bullshit"] and Frank SMILES big at her as he STEPS into the car and the DOORS CLOSE.

INT. ELEVATOR - ON FRANK

His expression immediately CHANGES. Sours.

FRANK

Yeah, yeah, just you wait, you bloated whale. You're next.

Frank DRAWS his pellet gun and AIMS at Jezebel in her bowl.

FRANK [CONT]

Maybe I should do you first, you bugeyed little freak.

He makes the FISHY MOUTH again. Puts away the gun. Draws a SCREWDRIVER from his belt and diddles inside the button panel. The car JOLTS and DESCENDS; clearly Frank is lying about the malfunction. Frank PRETENDS to drop the bowl.

FRANK [CONT]

Goin' down? Goin' down? Wooooo!

CUT TO:

INT. PARADISE LOBBY - DAY

As Frank EXITS the elevator, we see MARIO dragging his mattress down the front stairs.

FRANK

Yo, need a hand with that, Mr O, or -- oh, you've got it? Good.

[CON'T]

CONTINUED:

Mr O clearly does not have control of the mattress. Frank STROLLS out the front entrance with Jezebel.

CUT TO:

EXT. PARADISE - DAY - ON FRONT STEPS

As Frank saunters out a veteran VW bug CHUGS to the curb and PARKS. MARICA debarks, wearing a full belt of telephone repairwoman gear and a company shirt with no sleeves. Her hair is cut in an aggressive brush and she wears a diamond stud in one earlobe. She has no latitude for an asshole like Frank. Mario WRESTLES his mattress through the front door.

FRANK

Yo-yo-yo, check your weapons at the door, it's the chick that walked like a man.

Pointedly, Marcia speaks to the fish -- not Frank,

MARICA

Hi there, Jezebel. You could do better.

Frank mock-clutches his heart.

FRANK

Hey, Marcia -- I got a problem with my answerphone. You need to come down to the basement and check out my equipment.

This is obviously an old, old hassle. [NB: Frank mispronounces her name as "Marsha" on purpose; she says "Mar-see-a."]

MARICA

Mario. You need a hand with that?

She ASSISTS Mario while Frank larks about.

MARIO

I am outta here as of today, Marcia. I can't take this no more. This place is falling apart, I mean, literally! And it's got rats. Big rats, in the building.

MARICA

Rats?

[CON'T]

CONTINUED:

She NAILS Frank with an accusatory glance. Frank makes the gruesome KISSY FACE again. Marcia rolls her eyes.

MARIO

I killed two, in my kitchen. They're crawling up from the basement.  
Rosalie said she saw one, too.

MARCIA

(to Frank)

And what are you doing about this?

FRANK

I didn't see any live rats ...

He PATS the butt of his pellet gun.

FRANK [CON'T]

... and if I do, el blammo --  
rat pate.

Frank LOOKS OS and SEES --

ANGLE ON THE STREET - THE CAMPER

Steaming, chugging, meandering toward the Paradise.

RESUME FRANK

FRANK

Uh-oh. Guess who's home, Jezzie?

Marcia looks around from behind Mario's mattress.

MARCIA

Something's wrong ...

RESUME ANGLE ON THE ONCOMING TRUCK

Now Clifford is hanging out the window, YELLING.

CLIFFORD

Mario! Get out of the way! No  
brakes! No brakes!

ANGLE ON THE PARADISE - FAVOR MARCIA

She JUMPS away smartly. Frank's too lazy to move and just WATCHES. Mario GOES DOWN under the mattress.

[CON'T]

CONTINUED:

MARCIAS  
That's what's wrong!

GENERAL ANGLE - THE CAMPER CRASH

The Camper HITS Mario's truck, crimping the fender and knocking a few loaded boxes to the street. VARIOUS ANGLES and INTERCUTS as Mario's possessions FLY PAST, Marcia WINCES, Clifford and Annie JOLT within the cab, Johnny JOUNCES AROUND in back, and Frank LIFTS Jezebel so she can get a better view. AND --

ANGLE ON THE CAMPER'S SPARE TIRE

as it BANGS loose and ROLLS toward the eastern side of the building. FOLLOW the tire as it rolls, then SPINS like a settling coin alongside a basement window.

RESUME THE CRASH SITE

as Annie and Clifford jump out of the camper and the others pick up and collect themselves. OS NOISE OF BREAKING WINDOW.

TIGHT ON FRANK

He HEARD the noise but won't investigate. Attitude.

FRANK  
Ahh, balls.

WIDEN TO INCLUDE GROUP

ANNIE  
I guess that means we're home sweet.

MARCIAS  
Hey, Clifford -- I warned you about those brakes, didn't I?

CLIFFORD  
(nods gravely)  
Yeah. On my birthday. Last year.

MARIO  
Wish you'd've warned me about his brakes ... Hey, Frank -- how about some help here, huh?

FRANK  
No gracias. I'm building maintenance ... and you ain't a tenant no more.

[CON'T]

CONTINUED:

Frank HANDS Jezebel to Mario. Makes KISSY FACE and EXITS via outside stairs to his basement lair. Marcia's lip curls.

MARCIA

(to Annie)

Guy's a waste of protein.

ANNIE

Yeah, but what a snappy dresser.

They CHUCKLE. The cleanup continues. Clifford CHECKS under the Camper. More GREEN GOO. He fishes out a CRITTER EGGSHELL.

CLIFFORD

Ag ... god, what's busted now?

(to Mario)

Mario -- this yours, amigo?

Mario MAKES A FACE. No way. SHRUGS. SHAKES his head no.

CUT TO:

INT. FRANK'S OFFICE - DAY

A junkyard organized around a military surplus desk. A coffee-maker on the desk, red light on, full pot. Frank ENTERS, whistling off-key. NOTICES the broken window. Grabs the interior BARS and goes on tiptoe to LOOK OUT.

FRANK'S POV - THE SPARE TIRE

Ground level, outside. So much litter out there that Frank takes no notice of the BROKEN CRITTER EGGSHELLS around the tire. We should.

RESUME FRANK

When he lets go of the bars, there's GREEN GOO on his hands.

FRANK

Ahh ... fuck a duck.

CUT TO:

EXT. PARADISE - DAY - TIGHT ON TRASHCAN

As Clifford DUMPS the eggshells he's found. WIDEN ANGLE to give us the arrival, on foot, of MRS MENGES, groceries in hand, and MR MENGES, his nose buried in a lurid tabloid.

[CON'T]

CONTINUED:

This elderly couple naturally gravitates to Annie and Johnny while the adults argue collisional trivia.

MRS MENGES

(sparkling)

Oh, hello, hello, Annie! And Johnny, welcome home! Just wait till you two see what I've got cooking upstairs!

JOHNNY

Hi, Aunt Amelia.

He HUGS her. Annie holds back; she thinks she's getting too old for this sort of display.

MRS MENGES

Did you kids have a wonderful trip?

ANNIE

(dour)

Oh yeah. We met a real live lunatic. We blew a billboard into a million smithereens.

Mrs Menges SMILES indulgently. It doesn't matter what the kids say; she thinks they're swell. Annie tries to peek around Mr Menges' newspaper.

ANNIE

[CON'T]

Nice day.

Mr Menges PEEKS from his Enquirer like a gopher up swift from a doghole.

MR MENGES

Did you know they just discovered an alien graveyard on the Moon?

ANNIE

Who did.

MR MENGES

Government. Secret.

Mrs Menges NOTES the crunched TRUCKS as if for the first time.

MRS MENGES

Oh. My. What happened here, dear?

[CON'T]

CONTINUED:

ANNIE

Mario said he's got rats, and --

MRS MENGES

Rats? In our building. Oh, no, dear, I should think not.

Clifford troops around to the side of the building to fetch the spare tire. WIDEN ANGLE as he does so we don't lose the kids and Mrs Menges.

ANNIE

And we came in with no brakes, and, well, here we are. One more vacant apartment.

MRS MENGES

Well, never mind. If you two know what's good for you, you'll come up to our place for dessert -- after your dinner, of course.

ANGLE ON JOHNNY - AT TRASHCAN

Picking out an eggshell to scrutinize it.

JOHNNY

(mimicking)

"Of course."

WRAP shot as Clifford ROLLS the tire back and MATCH with -

CUT TO:

INT. FRANK'S OFFICE - DAY

We can SEE FRANK watching as Clifford rolls away the tire. Frank is WIPING the window bars with a rag. He CACKLES to himself like a bad imitation Margaret Hamilton.

FRANK

Ah-heh-heh-haah, you're next!  
Creep.

As he STEPS DOWN, his attention is DIVERTED by OS RUSTLING. A noise of MOVEMENT somewhere in the basement. Then his ANSWERPHONE RINGS. He wanders back to the desk, letting the machine answer.

[CON'T]

CONTINUED:

INSERT - ANSWERPHONE

Right next to the coffeepot. Frank's CANNED VOICE spiels:

TAPE FRANK [FILTER]  
(bored, snide)

Hallo, you have reached the Paradise Arms Apartment Complex. The building manager is unavailable to process your inquiry at this here present time, but if you'll leave your name, number --

ANGLE ON FRANK

He SITS at desk, feet UP, MOUTHING the words to the tape and ADDING a few of his own --

FRANK  
And bra size, and IQ, and bank balance --

TAPE FRANK [FILTER]  
-- and a brief message, we will get back to you --

FRANK  
-- we will hose you clean as soon as possible.

TAPE FRANK [FILTER]  
--as soon as possible. Wait for the beep.

BEEP. Frank pours himself a mug of coffee.

PHONE VOICE [FILTER]  
Longo, you idiot, are you there?

At the sound of the voice, Frank SNATCHES up the receiver. When he replaces the pot he does not notice the Critter eggshell FLOATING in it.

FRANK  
Yo! Right here, right here.

We HEAR the buzz of the conversation's far half, but can't make out words. Frank SWIGS his coffee.

FRANK  
Yeah. Yeah, I did. It's not that easy ...

[CON'T]

CONTINUED:

On Frank's DRINK, he GRIMACES. Fishes out a piece of Critter eggshell from the mug. FLICKS it away. DRINKS again anyway.

FRANK

No. Yeah. Mario is outta here; he's history. As of right now. I helped him move his junk out. Right. That leaves the Phone Bitch, and Moby Rosalie, and the old geezers in #8, and the guy in #5 front, with his two brats.

(beat)

Yeah, well, what do you want, they're die-hards. I'll get 'em out. Trust me. I could use a little help down here.

During this we HEAR the RUSTLING sound again. Frank LOOKS AROUND but pays no serious mind. He's more interested in giving the FINGER to the phone voice.

FRANK [CON'T]

Yeah, well, the way I look at it, I'm doing all the dirty work and you're making the el giganto profits from the sale of this shithole, not little ole moi --

The PHONE VOICE BUZZES angrily. Frank IMITATES it; MAKES FACES as it talks.

FRANK [CON'T]

Yeah, yeah, right. Maybe you should come down here tonight. You're the boss.

(beat)

Yeah. Okay. I'll do it. I'll see ya.

He RACKS the receiver. More RUSTLING OS. Frank RISES.

FRANK

Balls.

He walks to a TARPED CAGE near the window and LIFTS a flap to REVEAL the cage TEEMING WITH RATS.

FRANK

Hi girls. How we doing today? Think I'm gonna give you to the old folks upstairs, tonight -- at least you'll get a good meal, huh?

[CON'T]

CONTINUED:

SUDDEN RUSTLING BEHIND Frank, on the opposite side of the basement. It should STARTLE him. And us. He WHIRLS with his pellet gun DRAWN. Then GRINS.

FRANK

Oh, ho-ho-ho ...

FRANK'S POV - A RAT

Atop cardboard boxes near a grate for the HEATING SYSTEM.

FRANK

What are you doing out without Uncle Frank's permission --

ANGLE ON FRANK

Drawing a bead. A juvenile delinquent sadist.

FRANK

-- you little peckerwood?

He FIRES !pTAM! and NAILS the rat, who FLAILS in the air and DIES with a SQUEEEK! It FALLS, thump, in front of the grate. HOLD ON THE GRATE until we see RED GLOWING EYES watching Frank from INSIDE.

REVERSE POV - WHAT THE CRITTERS IN THE GRATE SEE

Frank's big juicy BUTT as he turns around.

FRANK

Let that be a lesson to you, girls.

ANGLE ON FRANK AT CAGE

As we hear Critters ROLL AWAY, bumpity-bump, in the shaft.

FRANK

What this dump needs is a good four-alarm fire.

He makes a SQUEEKY RAT NOISE at the vent and we

CUT TO:

INT. CLIFFORD'S APARTMENT - DUSK

EXTREME CLOSE-UP on a skillet as beef patties SLAP DOWN and FRY furiously. WIDEN ANGLE to give us the Kitchen of #5. Annie is making coffee. Johnny seated at table. Clifford, in a chef's apron, is manning the stove. As Annie DRIFTS

[CON'T]

CONTINUED:

BEHIND Clifford, she jokes archly with her dad.

ANNIE

Ah. Burgers. Again.

CLIFFORD

And what's wrong with my hamburgers?

ANNIE

Not enough green stuff.

Clifford exhibits his LETTUCE proudly.

CLIFFORD

We've got green stuff, thank you very much.

JOHNNY

I like hamburgers.

CLIFFORD

See? You're outvoted. Hamburgers are the ultimate American meal -- don't fight it. Give in.

ANNIE

Can I have Swiss cheese on mine?

CLIFFORD

That's better. I'm gonna eat, I'm gonna watch a moronic situation comedy, and then I'm gonna sleep the sleep of the dead, because I have been driving all day.

(beat)

Come on, let's hear it -- sympathy for Dad!

Annie and Johnny go mock-operatic: "Awwwww." Clifford NODS.

ANNIE

What about me? I had to babysit whatsisname over there. Practically all day.

Johnny knows exactly what button to push.

JOHNNY

I love you, Annie.

[CON'T]

CONTINUED:

Annie hates being manipulated ... but loves Johnny, too.

ANNIE  
Don't butter me up, stinky feet.

Clifford HANDS Annie a stray bun.

CLIFFORD  
Butter this. How about a kiss for  
the chef?

ANNIE  
No way.

She SURPRISE ATTACKS with a peck on the cheek.

CLOSE-UP - JOHNNY

He doesn't think much of this display.

JOHNNY  
Yuccch.

CUT TO:

INT. FRANK'S OFFICE - NIGHT

Frank is RUMMAGING near where he shot the rat. He HOLDS UP the dead rat by the tail in his flashlight beam. It SWINGS. Frank HUMS A FUNERAL THEME [or "Taps"].

FRANK  
He died as he lived -- violently.  
(beat)  
Saddle up, pal. Time to chomp down  
hard on the big ole wazoo of doom.

CUT TO:

INT. 1st FLOOR HALLWAY - NIGHT

As Rosalie EXITS her apartment [#2] with a full basket of LAUNDRY. She stops momentarily to stare at the now-open door of the vacant #3.

ROSLIE  
Adios, Mario. Won't be long and  
we'll all be gone.

She MOVES PAST #3 to the Laundry Chute in the south wall and DUMPS her load down the shaft.

CUT TO:

## INT. BASEMENT - LAUNDRY AREA - NIGHT

Rosalie's LOAD comes CLUNKING down to MISS the receiving basket, which has been wheeled CLEAR of the shaft. This occurs as Frank is PASSING BY with his dead rat, enroute to the incinerator at the far end of the basement.

FRANK

(to the dead rat)

Maybe I should put you in her under-wear. The show ain't over till the fat lady screams. Heh.

The dryer is RUNNING. There are lines of HANGING WASH strung around. A BONKING tennis-shoe NOISE is coming from the dryer. Frank KICKS it. The timbre of the noise CHANGES. Frank CONTINUES on to --

CUT TO:

## INT. INCINERATOR ROOM - NIGHT - TIGHT ON BURNER DOOR

as Frank's gloved hands OPEN it. TOSS in the rat.

## ANGLE ON FRANK - FIRELIT

as he GRINS and makes mock-death-scream NOISES.

FRANK

Yaaah! Arrggh! Sssssss!

-- and STOPS when he HEARS something IMITATING him from the darkness beyond the incinerator! Arrgh. Ssss. Frank SLAMS the hatch and DRAWS his pellet gun, jump-paranoid.

FRANK

Who's that!?

He SPINS, covers the room. Nothing. A beat. Relief.

FRANK

Shit. Little peckerwoods.

He SCRATCHES his temple with the barrel of the gun just as we HEAR and OS "sproing!" and a Critter quill EMBEDS IN THE BACK OF FRANK'S GUN HAND! He DROPS the gun. SEES the quill.

FRANK

Son of a bitch!

[CON'T]

CONTINUED:

He PLUCKS OUT the quill. Blood. It hurts. Now he SCANS all over -- up, down, around. And BACKS into the incinerator -- JUMPING with a YELP when he's BURNED.

FRANK

Owww goddammit!

He REBOUNDS across the room. STOPS against the wall. GREEN GOO on his hand!

CLOSE-UP - THE LEAD CRITTER

We don't see his face. Just his HEAD as he BENDS to launch a quill. Sproing!

ANGLE ON FRANK

The quill HITS him right in the CHEEK! He FALLS BACKWARD into the hot pipes between the incinerator and wall.

FRANK'S POV - THE CRITTERS

Five or six of them, coming out of hiding, UNBALLING and BLOCKING his path to the door. His GUN is out of reach.

RESUME FRANK

As he tries to scrabble back into the corner. FIRELIGHT SHADOWS of the advancing Critters.

FRANK

Ah ... balls.

RESUME FRANK'S POV - THE CRITTERS

Closer. Menacing. Moving in for the kill.

RESUME FRANK

Mostly in darkness. Wounded. Dopey and trapped. The quills are putting him under.

FRANK

Hair balls ...

ANGLE ON CORNER - FRANK AND THE CRITTERS

As they roll in to SWARM him. One rolls in toward his face and when he tries to SWAT it, he raises an arm with ANOTHER CRITTER clinging by a good bite grip. It's over for Frank. He STRUGGLES, KICKS, YELLS.

CUT TO:

INT. CLIFFORD'S APARTMENT - LIVING ROOM - NIGHT

As Annie and Johnny prepare to visit the Menges.

ANNIE

Hop to, Big John -- or no cookies  
for you.

Johnny has been STARING at the weird COIN given him by Charlie. He hops to. Clifford is PARKED on the sofa.

CLIFFORD

No more than an hour, squids -- I  
don't want you wearing those nice  
folks out.

ANNIE

You mean before Mrs Menges can feed  
us to death?

Johnny IMITATES Audrey the plant in LITTLE SHOP OF HORRORS:

JOHNNY

Feeeeed me!

ANNIE

(prim)

That's all some people think about,  
is chowing down. Constantly.

Clifford LAUGHS despite himself at this.

CUT TO:

INT. INCINERATOR ROOM - NIGHT - ON FRANK

Critters all over him. That's eight Critters. A swarm. He continues THRASHING and DYING. We see more BLOOD now ...

CUT TO:

INT. 2nd FLOOR HALL - NIGHT - WITH ANNIE AND JOHNNY

As they COME OUT the door to #6. Trudge up the STAIRWAY to the second floor. Both FREEZE when they hear a strangled SCREAM from Frank OS. It sounds like a James Brown "Eeayow!" - Johnny's head JERKS AROUND.

JOHNNY'S POV - THE BASEMENT STAIRS

Dark, ominous -- because we know what's down there.

[CON'T]

CONTINUED:

CAMERA FOLLOWS ANNIE AND JOHNNY

along the 2nd Floor corridor.

ANNIE

Come on. That's just Frank, getting down with his bad self.

They STOP at the Landing and PEER downstairs. On the 1st Floor they see Rosalie trundling out more of her voluminous LAUNDRY.

ANNIE

[CON'T]

Hey, Rosalie.

ROSALIE

Did you kids hear a weird noise? I thought I heard it coming up the laundry chute. Like a hoot or a scream. Or something.

ANNIE

It's probably just Frank. You know Frank.

ROSALIE

What's eating him?

ANNIE

Don't ask me. Frank's just ... I dunno. Naturally repulsive?

ROSALIE

You going to pay Mrs Menges a visit?

Annie NODS. Johnny nods very enthusiastically.

ROSALIE [CON'T]

Well, steal me a couple of those cookies or tarts or whatever it is she's up there baking -- I've had to smell them all day and I'm tired of denying myself!

Rosalie GIGGLES. The kids CONTINUE OUT OF FRAME; CAMERA STICKS WITH Rosalie as she TRAVELS to the chute and DUMPS laundry, as before.

CUT TO:

## INT. LAUNDRY ROOM - NIGHT

As Rosalie's clothing PILES down the chute to land in an unruly pyramid by the moved-over basket. PUSH IN SLOWLY on the pile, which begins to DARKEN from beneath -- with BLOOD! Once we're in TIGHT FRAME, a Critter ROCKETS up from beneath the clothes with a vicious HISS, its teeth GLEAMING with Frank's blood and one of Rosalie's gigantic brassiere cups on its head like a helmet. It LOOKS UP.

## CRITTER POV - THE LAUNDRY CHUTE

Just like a tunnel leading to a big feast.

CUT TO:

## INT. INCINERATOR ROOM - NIGHT

CLOSE on the incinerator door as the Critters finish stuffing Frank's remains INTO THE FURNACE.

## ANGLE ON INCINERATOR DOOR

Slammed shut by a Critter paw.

CUT TO:

## INT. LAUNDRY ROOM - NIGHT - INTERCUTS

VARIOUS ANGLES as the remaining Critters ROLL INTO the Laundry Room from the Incinerator Room, leaving ROLL TRACKS of blood. One EATS detergent and HICCUPS bubbles. One UPENDS a jug of bleach on itself and TURNS COMPLETELY WHITE. One winds up inside the dryer on fluff and TUMBLES out with a Critter afro. They DART around and behind hanging lines of wash.

## LOW ANGLE - FLOOR

As a Critter rolls RIGHT INTO CAMERA with a HISS, FANGS aplenty!

CUT TO:

INT. MENGES' KITCHEN - NIGHT

CLOSE-UP on a tray of enormous, cowpie-looking COOKIES. A hand [Annie's] liberates one.

MRS MENGES [VO]  
Go on dear -- try one.

ANNIE [VO]  
What ... do I do with it?

ANGLE ON BREAKFAST NOOK - ANNIE AND MRS MENGES

Mrs Menges' kitchen is her domain and she's made it very homey, including this booth built into the wall. She SITS with teacup and strainer.

MRS MENGES  
You put it in your mouth, and chew, and swallow. Nothing to it.

ANNIE  
What's in 'em?

MRS MENGES  
It's what's not in them that's the charm, dear -- no sugar, no salt. No caffeine in the chocolate.

Annie has to admit that it's pretty tasty.

ANNIE  
Not bad.  
(another bite)  
Can you live on these and water?

Mrs Menges is quite motherly, moving responsibly on to her next area of concern.

MRS MENGES  
And where is Johnny? My favorite almost-nephew? He is coming ... ?

ANNIE  
Marcia got him.

As Annie JERKS a thumb thataway ...

CUT TO:

INT. 3rd FLOOR CORRIDOR - NIGHT

A big plastic trash bin TOTTERS TOWARD CAMERA. Johnny's feet visible beneath it.

MARCIA [VO]  
You sure you got that okay?

JOHNNY  
(muffled)  
Yes ma'am.

ANGLE ON MARCIA - IN DOORWAY TO #9

Hefting out several trash bags, holding her door open with her foot.

MARCIA  
Don't call me ma'am. Makes me feel  
sixty years old.

ON THE GARBAGE CHUTE

South wall, next to the dead elevator. Johnny HOLDS the door open as Marcia ENTERS FRAME. They DUMP. Both notice the odor.

MARCIA  
Aren't Wednesdays the worst? Phew.

JOHNNY  
Bombs away!

Johnny PEERS down the shaft after the last bag.

MARCIA  
Thanks, handsome.

JOHNNY  
You're welcome, ma'am. Marcia.

Unlike Frank, Johnny can pronounce her name perfectly. Marcia SMILES; deals Johnny the old bicep-punch.

MARCIA  
Better.

CUT TO:

INT. MENGES' LIVING ROOM - NIGHT

Mr Menges is installed in his recliner, nose buried in a tabloid. Annie saunters through, cookie in hand, EYEING the neat stacks of newspapers -- Menges' obsession.

[CON'T]

CONTINUED:

ANNIE

Hey, Mr Menges -- have you ever heard of a place called Grover's Bend.

UP! comes his head. He SCRUTINIZES her.

MR MENGES

Hm. Rings a faint bell.

From OUTSIDE, a KNOCK. Annie lets Johnny in.

ANNIE

Cookies. Thataway.

CUT TO:

INT. FRANK'S OFFICE - NIGHT

CLOSE-UP of Frank's answerphone spieling. Lights BLINK. Then the BEEP.

PHONE VOICE [FILTER]

Longo, are you there? It's nearly eight o'clock in the goddamn evening and I want to know why the hell you're not picking up the phone!

PULL BACK to reveal a VERY LARGE Critter curiously regarding the phone. Shattered office door window VISIBLE BG.

PHONE VOICE [FILTER]

(pissed off)

Frank ... ? Frank? Hello?

The Critter PICKS UP the receiver. We HEAR OS Critter GOBBLE.

CUT TO:

INT. BRIGGS' HOME OFFICE - NIGHT

The desk here is an expensive, anally neat contrast to Frank's. The CALLER, Stephen Briggs [who we last saw on p. 17] is facing closed curtains with his BACK to CAMERA. PULL IN TIGHTER on him as we HEAR the Critter noise [FILTER] in VO.

BRIGGS

All right, Longo, very funny, enough is enough.

(beat)

Frank, we are not amused.

(beat)

[MORE]

[CON'T]

CONTINUED:

BRIGGS [CON'T]

Frank. Try to guess just how close  
your termination is.

(fed up)

Okay. It's your funeral, wiseass.  
I'm coming over there to take care of  
things myself.

From the phone: a blattering Critter RASPBERRY. Briggs has to  
HOLD the receiver away from his ear. SLAMS it down angrily.

ANGLE ON BETTY BRIGGS

On standby near the office door.

BETTY

Steve? Problem?

BRIGGS

Ahh -- these tenants, in my building.  
White trash. Stubborn. Lowlifes. I  
give them a huge relocation fee, to  
moved off a block that's going to be  
razed anyway, and what do I get? Thanks?  
No. Just more problems.

BETTY

Problems with that boy you hired?  
That landlord?

BRIGGS

Yeah, good old Frank. I'll tell you  
one thing, Betty -- Josh isn't going  
to grow up like that. I'm going to  
show him how to take something in both  
hands and force it to turn a profit!

BETTY

One day all this will be his.

BRIGGS

Exactly! In fact, I'm going to take  
him with me, tonight.

(yells)

Josh!

Briggs has That Gleam in his eye, and Betty knows better than  
to protest. Josh shortly APPEARS in the doorway.

[CON'T]

CONTINUED:

JOSH  
 (bored)  
 Front and center.

BRIGGS  
 You're coming with me, sport. Time  
 for a little object lesson in property  
 management. Am I right?  
 (pointed; to Betty)  
 We'll be back late.

He's almost sinister. Not quite evil.

CUT TO:

INT. MENGES LIVING ROOM - NIGHT

PULLING OUT of a CLOSE-UP of a yellowed tabloid screamer:  
UFOs IN THE HEARTLAND. A vague PHOTO. Subhead: Grover's Bend  
Residents Experience Mass Sighting. Mr Menges is walking  
 Annie through his specialty -- research.

MR MENGES  
 See? 1986. You find the same kind  
 of occurrence two years later. 1988.  
 Even local law enforcement claims to  
 have seen space aliens. One of 'em  
 supposedly ate a sheriff in the '88  
 encounter.

ANNIE  
 A sheriff?

MR MENGES  
 (perusing)  
 A sheriff in an Easter Bunny suit.

ANNIE  
 And I bet the aliens were all wearing  
 tuxedos. With Dealy-Bobbers.

She WIGGLES her fingers above her head like antennae. Mr  
 Menges doesn't get it. Johnny ENTERS FRAME, trying to eat a  
 cookie with one hand, and flip his COIN with the other. The  
 COIN drops to the floor.

MR MENGES  
 Law of averages says it's tails.

ANNIE  
 You lose.

[CON'T]

CONTINUED:

Johnny retrieves and SHOWS Mr Menges the coin.

JOHNNY  
No heads. Or tails. See?

INSERT - THE COIN IN JOHNNY'S HAND

It is GLOWING green. Pulsing.

ANGLE ON ANNIE, JOHNNY, MR MENGES

ANNIE  
So it glows in the dark. Whoop-dee-do.

JOHNNY  
"If it turns green, that's the time to watch out for yourself."

MR MENGES  
Says who?

ANNIE  
(dismissive)  
Oh, a crazy guy we ran into at --

Sudden REALIZATION galvanizes Annie.

ANNIE [CON'T]  
Wait a minute -- !

She GRABS the tabloid re Grover's Bend from Mr Menges. SCANS the pages furiously. On an inside page she finds --

INSERT - TABLOID PAGE

There's Charlie McFadden, circa '88, under the caption THERE'S A NEW SHERIFF IN TOWN.

CUT TO:

INT. BASEMENT STAIRS - NIGHT - UP ANGLE AT ROSALIE

Coming TOWARD FRAME down the stairs, laundry basket in hand and a donut plugged into her mouth. Curlers. Bunny slippers. When she reaches the foot of the stairs, OS CHITTER and MOVEMENT.

ROSALIE  
Hello? Frank ... is that you?

[CON'T]

CONTINUED:

Two steps more into the DIMNESS of the basement.

ROSALIE

(sotto)

... or is it another rat?

ROSALIE'S POV - FRANK'S OFFICE

Broken window. Phone off the hook.

RESUME ROSALIE

Chomp out of the donut. She chews, swallows, then BLOWS A BUBBLE from the gum already in her mouth. POP.

ROSALIE

Terrific.

TRACK ALONG with her as she ARRIVES at the Laundry Room -- which is a mess. Linens half-hanging. Clothes strewn. The washer is STALLED with an unbalanced load. She places half her donut on the dryer, STOOPS to retrieve her bra, which has a smear of GREEN GOO on it.

ROSALIE

You pervert.

When she RISES, the half donut is GONE from the dryer.

LONG SHOT - ROSALIE

Emphasizing her alone, and just how many hiding places for rats there are in the Laundry Room.

CLOSE-UP - ROSALIE'S SLIPPERS

Pink fur. Jolly bunny faces with whiskers. One lands right next to the BLOODIED clothing near the laundry chute.

RESUME ROSALIE - LOOKING DOWNFRAME

ROSALIE

Oh my goddd ... we got varmints.

(irritated)

We got varmints tampering with my feminine things.

Right behind her, the dryer door OPENS BY ITSELF. Eeeek. Rosalie's mouth turns down in anger. She gets ready to blow.

[CON'T]

CONTINUED:

ROSALIE

Frank, just what in the wide world  
of Geraldo is going on down here --

Her hand comes out of the laundry pile BLOODIED. She PALES.

ROSALIE

Oh ... my ...

She takes a backward step, sucking in breath --

TIGHT ON DRYER

A bunny slipper comes DOWN LARGE IN FRAME just as the BLEACH CRITTER SITS UP inside the dryer. The Critter SEES the bunny face [DISTORTIVE LENS INSERT CLOSE-UP] -- and SCREAMS simultaneously with Rosalie -- then CURLS to FIRE a quill!

CLOSE-UP - THE SLIPPER

The quill STICKS into the bunny snout, NAILING the slipper to the floor as Rosalie steps back OUT of it.

PICK UP ROSALIE - HER FALL

She goes SPRAWLING backward, taking down a line of wash to reveal another Critter.

ROSALIE'S POV - DRYER AREA

Several more Critters manifest, including the one eating her donut. Another ROLLS UP and UNBALLS.

WITH ROSALIE

As she CRABS backward, total bugfuck panic, headed for the stairs in the single heartstopping BEAT before the Critters break ranks to PURSUE her.

CLOSE - UP - BRA CRITTER

Like a drill sergeant, he POINTS at Rosalie and gives a Krite order to CHARRRRGE -- !

HIGH ANGLE - BASEMENT

Rosalie to RIGHT of FRAME, the Critter gang to LEFT, as they ROLL toward her in a swarm!

[CON'T]

CONTINUED:

ROSALIE ON BASEMENT STAIRS

Backing upward. A Critter UNBALLS and CHOMPS down on her other bunny slipper, WRESTING it free. Rosalie KICKS it and it goes tumbling downstairs. She DUMPS a junk box on the stairs down to IMPEDE the Critters. She's halfway up. She's panting, gasping. Smeared with a bit of blood.

ANOTHER ANGLE - HEAD OF STAIRS

As Rosalie BACKS into FRAME. Heaving.

ROSALIE'S POV - THE STAIRS

Scattered junk. No Critters. Silence.

CLOSER ANGLE ON ROSALIE

Unbelieving.

ROSALIE

Ho! ...

CUT TO:

INT. MENGES LIVING ROOM - NIGHT

As Mr Menges HANGS UP his phone.

MR MENGES

No listing for a Grover's Bend ... because there isn't any Grover's Bend. I got an answering service number for a Charles McFadden, though. Have we got a message?

ANNIE

(shrugs)

Tell him ... the coin's glowing; what do we do now?

ANGLE ON JOHNNY

As the coin's green glow REFLECTS on his face.

CUT TO;

INT. CLIFFORD'S LIVING ROOM - NIGHT

TV static LIGHTS Clifford's face BLUELY. He's ASLEEP on the sofa. Frantic OS BANGING on the door SNAPS his eyes open.

CLIFFORD

(waking)

What -- ?! Ohh ... christ in a sidecar ...

[CON'T]

CONTINUED:

CLIFFORD  
(jolting awake)  
Wha -- ?! Ohh, christ in a side-  
car ...

He OPENS the door. Rosalie BURSTS in, dishevelled, scared, bleeding, babbling.

ROSALIE  
There's things, there's things down  
in the basement, they're huge they're  
like rats only gigantic, they have  
dozens of teeth --

Clifford practically CATCHES her. No mean feat, because she is so goddamn BIG.

CLIFFORD  
Rosalie, slow down! What happened!?

Her only response is to go BUG-EYED, POINT back in the direction she came, and go: "AaaaaaAAAAaaa!" like Daffy Duck. Clifford STEERS her to the sofa. FRONT DOOR STILL OPEN.

CLIFFORD  
Sit on down. I'll getcha some brandy.

ROSALIE  
Aspirin.

CLIFFORD  
And some water.

ROSALIE  
You got a diet Dr Pepper?

CUT TO:

INT. 1st FLOOR STAIRS - NIGHT - ON CLIFFORD

As he THUNDERS downstairs. Looking around.

CLIFFORD  
(shouting)  
Yo! Hey Frank! Where the hell  
are you?  
(sotto)  
You dirtbag.

CLIFFORD'S POV - THE FOYER

Calm. Dark. Dank. Deserted. No gigantic rat-things.

[CON'T]

CONTINUED:

ANOTHER ANGLE - FOYER - INCLUDE CLIFFORD

Nothing here. He MOVES down the basement stairway. CAMERA TRACKS SILENTLY to the Laundry Chute hatch nearby. BEAT. It SCREEKS open and a Critter PEERS out at the Foyer.

CUT TO:

EXT. PARADISE BLDG - NIGHT - SIDE STREET

Briggs' ugly BMW PARKS and Briggs and Josh debark.

ANGLE ON PAIR - FAVOR JOSH

as he looks UP OS at the Paradise.

JOSH

You own this?

BRIGGS

You got it, sport. I more than own it. I own it. And the block.

When Briggs says "own" his hands CLENCH as though he's ACQUIRING. CAMERA WITH THEM as they walk around to the front entrance.

JOSH

And you wanted Frank to ... make all the tenants leave?

BRIGGS

Yep. Goodbye Paradise, hello one stop shopping! From mini-mall to multiplex.

(proud)

I always wanted to own a movie theatre.

CUT TO:

INT. FRANK'S OFFICE - NIGHT - ON CLIFFORD

Angrily SLAMMING the lid of the rat cage, which he has just DISCOVERED. Never mind that the tenants are ALL DEAD. When he turns his face to the light, it's clear he's PISSED OFF.

CLIFFORD

Frank ... ? Oh, Frank? If I find any more of your relatives down here ... or anywhere in the building ...

[CON'T]

CONTINUED:

A CROWBAR in his grasp now. He CLEARS the broken glass from the door frame. MOVES to the Laundry Room.

CLIFFORD [CON'T]  
... I'm going to shove each one of them down your throat until they pop out your ass, one by one, singing the Notre Dame fight song.

CLIFFORD'S POV - THE LAUNDRY ROOM

Still a shambles. Swinging linens. But no Critters.

ANGLE ON CLIFFORD - TIGHT - STAY WITH HIM

He uses the crowbar to move aside a hanging sheet. We expect a shock attack. Nope. Another huge BRA dangles.

CLIFFORD  
Is Wednesday our cross-dressing night,  
Frankie?  
(beat)  
Sorry. You're not a rat. You're a  
dirt weasel.

He LOOKS AHEAD. FOLLOW his gaze to the Incinerator Room. He KNEELS. TOUCHES the floor. Sees blood on his fingers. New caution. No more quips.

ANOTHER ANGLE - CLIFFORD APPROACHES INCINERATOR ROOM

Firelight indirectly flickering on his face. He CLEARS the door and SEES --

FRANK'S FOOT - PROTRUDING FROM INCINERATOR DOOR

As the boot DROPS to the floor, SMOKING, obviously FULL, not an empty boot.

TIGHT ON CLIFFORD

The smell is pretty awful. He SPINS. Behind him, nothing!

INSERT - INCINERATOR ROOM FLOOR

Next to the smoking/cooked boot -- Frank's pellet gun.

RESUME CLIFFORD

[CON'T]

CONTINUED:

RESUME CLIFFORD

He quickly DARTS in to grab the gun. MOVE WITH HIM as he hurriedly BACKTRACKS to the basement stairway. One quick stop, to survey Frank's wrecked [chewed] telephone.

CLIFFORD

Dammit.

CUT TO:

EXT. PARADISE - NIGHT - ON BRIGGS AND JOSH

Near Frank's outside stairwell now.

JOSH

But what about the people who live  
here? Mom said you paid them money  
to move ...

Briggs STIFFENS; fills up with attitude. Can't this kid  
perceive the favor that's being done for his future?

BRIGGS

Your mother exaggerates a bit, sport.

Josh AVERTS his face, MOUTHS the word so Briggs can't see.

JOSH

(whisper)

"Sport."

BRIGGS

There are much cheaper ways to sweep  
and clear. You'll see. I'll teach  
you.

Briggs holds KEYS to the light.

BRIGGS

C'mon -- in this business, you gotta  
go down to move up. Heh.

Briggs PRECEDES. Josh gives the Paradise one more look-around.  
And RECOGNIZES the Camper parked in front!

CUT TO:

INT. 1st FLOOR FOYER - NIGHT

As Clifford BACKS UP the stairs ... TURNS ... and SEES --

ANGLE ON 1st FLOOR STAIRWAY

At the top of the bannister is a WHITE FURBALL. Clifford's  
expression says, "What the crap ... ?" PUSH IN CLOSER as the  
FURBALL TURNS SLOWLY. It's the BLEACH CRITTER. And with a  
HOWL, it LAUNCHES itself DOWN THE BANNISTER, SLIDING RIGHT  
AT CLIFFORD!

[CON'T]

CONTINUED:

ANOTHER ANGLE - CLIFFORD

He can't believe his eyes but gets the crowbar up in time to SWAT the airborne Critter away! His gaze **FOLLOWS**. And **SEES** --

A ROW OF RED CRITTER EYES

All watching him from the baseboard behind him. It's an ambush!

RESUME CLIFFORD

He turns. Backs toward the stairs. **SHOOT OTS** as the Critters stalk him, slowly, **INTO THE LIGHT**.

CLIFFORD

Hi fellas.

From BEHIND Clifford, another SCREAM: "AaaaaAAA!" It's Rosalie, at the head of the stairs. Clifford tries to maintain the tension that keeps the Critters from charging outright.

CLIFFORD

Rosalie -- get back into the apartment.

ROSALIE

(speaking too fast)

I can't - the door closed - I locked myself out --

CLIFFORD

Then grab yourself a stick and get ready to play some rat hockey.

ROSALIE

You call these rats -- ?!

CLIFFORD

That's what you called 'em!

HIGH ANGLE - FOYER AND STAIRS

As the Critter pack ROLLS to CONVERGE on Clifford's position.

CLIFFORD

Get up to the third floor; MOVE IT!

He WHOMPS away the nearest Critter and BACKS UP the stairs. Behind him, Rosalie has armed herself with a DUSTMOP.

[CON'T]

CONTINUED:

TRACKING - UP THE STAIRS

The RISERS passing between FRAME and the action as Clifford is blindsided by a Critter -- which Rosalie SWATS away with her dustmop!

INSERT - THE DUSTMOP

Swinging WILDLY, the Critter HANGING ONTO IT by the teeth.

ANGLE ON CLIFFORD

He takes aim with the pellet gun. FIRES, hitting the Bra Critter dead center. It ROLLS BACK DOWN a few steps, UNBALLS ... and SPITS OUT the pellet!

ANGLE ON ROSALIE

Tug-o-warring with the dustmop.

RESUME CLIFFORD

Brandishing the crowbar. Whomp! Another Critter goes TUMBLING.

CLOSE-UP - BLEACH CRITTER

FIRING a quill.

RESUME CLIFFORD

as the Bleach Critter's quill STRIKES A SPARK on the crowbar.

CLIFFORD

Get up to the Menges and tell the kids to lock themselves in! Do it now! Go!

ON ROSALIE - AT HEAD OF 2nd FLOOR STAIRS

She GIVES UP the dustmop, HURLING it, Critter and all, DOWN the stairwell PAST Clifford. As she TURNS to retreat, the Bleach Critter lets fly with another quill that JAMS right into Rosalie's butt. Her eyes ROLL UP and she almost faints. Clifford has to HERD HER UP and keep the Critters at bay singlehandedly.

TIGHT ON CLIFFORD

Yelling. Mostly to himself, to maintain.

CLIFFORD

We really have to go now -- !

[CON'T]

CONTINUED:

WIDE ANGLE - FOOT OF STAIRS

The eight Critters, regrouped, ALL BOW to cut loose a BARRAGE of QUILLS!

ON CLIFFORD AND ROSALIE - AT HEAD OF STAIRS

As the quills THUNK into the woodwork all around. And stairs. And Rosalie's butt. And Clifford's arms and chest. Clifford knows he has a few seconds -- and SHOVES Rosalie toward the 3rd Floor Stairway while dumping a cannister ASHTRAY down the steps to SPILL the Critters like ninepins.

CLIFFORD

Go! Hurry! Now! Go! Go!

CUT TO:

INT. FRANK'S OFFICE - NIGHT - ON BRIGGS

Looking UPWARD as we hear OS YELLING [indistinct] and the ash-tray CRASH.

BRIGGS

Goddammit. Lowlifes.

WIDEN to INCLUDE Josh and the rat cage. Briggs speaks with his voice LOW and METERED, like Jack Nicholson lecturing.

BRIGGS

Anyway. Looks like Frank at least got around to distributing our furry little pals.

Briggs CROSSES to a JUNCTION BOX mounted in the concrete wall.

BRIGGS [CON'T]

So, now we add a final ingredient or two ...

He begins THROWING switches.

BRIGGS [CON'T]

Sit back and wait for it to simmer.

JOSH

(nervous)

Wait for what to simmer?

Briggs TRAILS fingers along the phone lines. Finds the junction.

[CON'T]

CONTINUED:

BRIGGS

Our little panic casserole. You see any wire cutters over there?

(smug)

You think they're screaming and carrying on now, just wait half an hour. Then they'll really have something to scream about.

JOSH

This isn't right.

BRIGGS

(smiling)

Shhhh.

He locates BOLT CUTTERS and SEVERS the phone lines.

CUT TO:

INT. MENGES APARTMENT - NIGHT - ON ANNIE

In mid-tirade.

ANNIE

But why would the guy still be there? And why would he still be the same guy? I mean, we're always hearing about how fake these papers are, so how come this one isn't fake -- ?

Mr Menges is genuinely dismayed.

MR MENGES

Who says they're fake?

On his line, the LIGHTS ALL GO OUT. We see SILHOUETTES, and Johnny's green-glowing COIN.

ANNIE

Ehh -- not another blackout ...

MRS MENGES [VO]

Sit tight, everybody -- I've got it.

A PENLIGHT snaps on right in Mr Menges' face, STARTLING him.

[CON'T]

CONTINUED:

MR MENGES  
GREAT godamighty ... !

MRS MENGES  
(sweetly)  
Dear, what did we do with the  
rest of the candles?

MR MENGES  
Um ... right hand side of the sink  
cupboard.

Mrs Menges and Annie go to retrieve the candles. Annie HOLDS the penlight. Mrs Menges STRIKES matches.

MRS MENGES  
What's the matter, dear?

ANNIE  
Nothing. I was just thinking ... my father's probably sleeping right through this.

CUT TO:

INT. 3rd FLOOR CORRIDOR - NIGHT - [DARK]

A BIG SHADOWY SHAPE that is Clifford and Rosalie trying to hold each other standing, LURCHES to CRASH into the wall in the sudden darkness.

CLIFFORD  
Owww, son of a bitch -- !

ROSALIE  
Come on, just a couple of steps ...

ANGLE PAST CLIFFORD AND ROSALIE - AT #9

As Marcia COMES OUT with a LIT FLARE in her hand.

MARCIA  
Eight days a week the goddamn power  
... hey!

She sees they're HURT and DASHES OVER. By FLARE LIGHT we see that Clifford has been QUILLED quite a few times.

CLIFFORD  
(weakening)  
Marcia -- don't go downstairs ...

[CON'T]

CONTINUED:

MARCIA  
(shouting)  
Mrs Menges! Annie!

ROSALIE  
There's things, like big rats, they  
bite, they attacked us --

MARCIA  
Looks like big porcupines.  
(yells)  
Mrs Menges!

The door to #8 OPENS BG; it's Annie and Mrs Menges with pen-light and candles. Marcia MAKES FOR THE 3rd FLOOR LANDING. Clifford SAGS. Rosalie CALLS - feebly - after Marcia.

ROSALIE  
He said not to go ... down ...  
stairs ...

ANGLE ON MARCIA - HEAD OF STAIRS

Holding her flare high. Nothing. No Critters. No sound.

MARCIA  
Well, shit.

She HURRIES BACK to the Menges, more anxious to see what has befallen the wounded.

CUT TO:

INT. 2nd FLOOR CORRIDOR - NIGHT - [DARK]

Briggs and Josh EDGE down the hall in the darkness. TIGHTER on Josh as he LOOKS warily around.

JOSH  
(whisper)  
Do any of the people here have pets?

BRIGGS  
(whisper)  
What are you talking about?

JOSH  
I thought I saw some kind of ... I don't know. A cat, maybe. One of those little yappy dogs.  
(beat)  
Might've been a rat.

[CON'T]

CONTINUED:

Briggs is ever-lectorial, even while sneaking around.

BRIGGS

These fucking people -- pardon my French, sport -- all kinds of animals follow 'em around. They're all mutts. The people. The pets. Pretty soon you can't tell 'em apart; they've all got fleas.

(beat)

Devalues the property.

(beat)

Goddammit -- see what I mean?

Briggs shines a Mag Lite toward the door of #6, Clifford's apartment.

INSERT - THE DOOR

Half OPEN [when we know Rosalie locked it]. GNAWED.

ANGLE ON JOSH AND BRIGGS BY DOOR

JOSH

But Frank let the rats loose in here.

BRIGGS

Get a clue. No rat did that. Jesus Christ.

Briggs PROBES the shredded wood, the teeth scores.

BRIGGS

Tasmanian Devil ... maybe.

From the BLUISH GLOW we know the TV inside is STILL ON.

JOSH

I thought you cut off all the power.

BRIGGS

(sour)

Just to the apartments with lowlives still in 'em. And the halls. I thought #6 was already vacant.

(looks behind)

Must be #5 ...

JOSH

Can't we just leave?

[CON'T]

CONTINUED:

BRIGGS

Leave what? I am the landlord of  
this building. Just look at this  
vandalism. I'm afraid I might have  
to evict this tenant. Tonight.

(beat)

You need more backbone, sport.

He MOVES IN, OUT OF FRAME. CAMERA STAYS WITH JOSH  
A little lost. A little fed up. A little miffed.

JOSH

(softly)

Don't call me sport.

CUT TO:

INT. CLIFFORD'S APARTMENT - NIGHT

START TIGHT on TV SCREEN, showing Teenage Mutant Ninja Turtles  
or some similarly rapacious product tie-in. 180° PAN from the  
SCREEN, OVER the back of an easy chair, to show Briggs' ENTRANCE.

REVERSE ANGLE - BRIGGS WATCHES TV

The chairback a dark SILHOUETTE against the glow of the screen.

CLOSE-UP - BRIGGS

Something's wrong. Something smells.

RESUME REVERSE ANGLE

The silhouette of the chair GROWS a LUMP right in the center.  
A lump that TURNS slowly to regard Briggs with RED EYES!

ANOTHER ANGLE - CHAIR

As all the Critters hanging around watching TV TURN THEIR  
ATTENTION to Briggs.

TIGHT ON FIRST CRITTER

We can now see clearly it is wearing the DUSTMOP like a wig.  
BEHIND IT, on the TV, a commercial commences.

NEW ANGLE - THE ROOM

As the commercial acts as a general signal for the Critters  
to POP from the chair and GO AFTER Briggs.

[CON'T]

CONTINUED:

ANGLE ON JOSH

Already BACKING AWAY from the door. By the time Briggs BACKS into the hallway, Josh is halfway to the stairs. Remember, in the corridor it's VERY DARK.

CLOSE-UP - BRIGGS

Not quite knowing how to process, in his brain, the concept of reeyed porcupine/pirahna alien hairballs. But mad and arrogant, just the same.

BRIGGS

Man ... if it's not one thing, it's another.

(beat)

What the fuck are you?

(mad)

Ahh -- who the hell cares, right?

WIDER ANGLE - BRIGGS AND THE ROOM

As he MARCHES up to DROP-KICK the foremost Critter. Whoomp!

CLOSE-UP - BRIGGS' FACE

As his foot CONNECTS, he LAUGHS in triumph. Then his savage grin CURDLES.

INSERT - BRIGGS' FOOT

The Critter has caught the oncoming kick mouth-first and is FIRMLY CHOMPED into the meat of Briggs' foot!

WITH BRIGGS

As he HOWLS and FALLS on his ass.

ANGLE ON JOSH

SEEING all this at a distance, eerily LIT in blue TV light. Critters ROLL to SWARM Briggs, who KICKS and SCREAMS.

TIGHT SHOT - BRIGGS ON THE FLOOR

The attack is mostly SHADOWED but we can make out the Bleach Critter BITING Briggs, the Dustmop Critter CHOWING DOWN, and another Critter rolling into Briggs' FACE long enough for us to get a good connective LOOK at Briggs' NECKTIE.

[CON'T]

CONTINUED:

RESUME JOSH

The sight of BLOOD is enough to LAUNCH him down the hall. The sounds of the Critters FEEDING continues OS.

ANGLE ON THE 3rd FLOOR STAIRWAY

Marcia, with her flare, is halfway down the stairs when Josh comes BARRELING past.

MARCIA

Who's screaming? Hey, what's going

on down here?

(beat)

Who are you?

Josh has to grab a bannister to STOP himself. Now he's sweating, panicked.

JOSH

No! Don't come down here!

He practically TACKLES Marcia on the stairs, trying to TURN her, make her go back UP. She DODGES him with ease in her quest to get a look. MOVE IN TIGHTER on Marcia as she comes down another few steps and holds UP her flare.

MARCIA'S POV - THE CORRIDOR

An even scarier shadow-view of Briggs getting EATEN.

RESUME MARCIA AND JOSH

Josh is back, TUGGING her free hand. Up! Up!

MARCIA

What are those things -- ?!

JOSH

Uh -- rats. Giant rats. From the city. They have rabies. They're escaped from a lab. Don't go near them, they'll bite you and you'll die. C'mon. C'mon. C'mon now!

Marcia can't take her eyes from the spectacle, but BACKS UP THE STAIRS behind Josh.

MARCIA

Jesus christ ...

[CON'T]

CONTINUED:

JOSH  
Just come on. Hurry!  
(looks up)  
Is everybody up here on the top  
floor?

Marcia STOPS him, full of questions.

MARCIA  
Wait a minute. Do these things  
have little spines? Stickers?  
Like quills?

JOSH  
You got me.

She POINTS toward the Menges. The door is CLOSED.

MARCIA  
There's two people in there that  
those things just got.

Josh and Marcia are HUSTLING down the corridor now. She STOPS him again near the 3rd-floor Laundry Chute.

MARCIA [CON'T]  
Hang on.  
(shakes her head)  
Giant rabid escaped lab rats? No  
way.

Just as she's shaking her head, the Laundry Chute POPS OPEN and a Critter MISSES chomping Marcia's shoulder by that much.

MOVING ANGLE - MARCIA

As she SPINS with the flare, nearly setting Josh's hair afire, and JAMS it into the Critter's OPEN MOUTH.

CLOSE-UP - THE CRITTER

Going "eeeeeyaaahhh" as the flare LIGHTS HIM UP FROM INSIDE. He GLOWS. SQUIRMS. STEAMS. HISSES. And finally FALLS down the shaft when Marcia RELEASES the flare.

ANGLE ON MARCIA

As she RECOILS from the chute. Can't quite believe it.

MARCIA  
They don't smell much better  
cooked ...

CUT TO:

## INT. LAUNDRY ROOM - NIGHT

ANGLE ON the Laundry Chute. TOTAL SILENCE for a beat. Then: We HEAR OS the Critter BONKING down the shaft, caterwauling "EEEEyaahhhhhh!" LOUDER and LOUDER until he SPITS from the mouth of the chute, a FLAMING FIREBALL that STRIKES the floor, BOUNCES, and immediately IGNITES all the strewn clothing in the Laundry Room.

## ANGLE ON THE LAUNDRY ROOM DOOR

The only LIGHT SOURCE is the CRITTER FIREBALL, which ROLLS [with appropriate SOUNDS of flaming Critter consternation] out the door and PINBALLS into Frank's Office.

## INT. FRANK'S OFFICE - CONTINUING

The Critter Fireball Express is ROLLING highspeed now, and when it SMACKS the opposite wall it BURSTS [not explodes] into a hundred FLAMING CHUNKS that scatter all around.

## CLOSE-UP - GASOLINE CAN

With flaming chunks lighting up its logo.

## CLOSE-UP - LOW SHELF OF INSECTICIDE AND SPRAY PAINT

And more flaming chunks.

## GENERAL ANGLE - FRANK'S OFFICE

Very on fire now.

CUT TO:

INT. 3rd FLOOR CORRIDOR - NIGHT - ON JOSH & MARCIA

JOSH

Look.

THEIR POV - 3rd FLOOR CORRIDOR

The other Critters are coming up the stairs and blocking the landing.

RESUME JOSH AND MARCIA

MARCIA

I'm out of flares.

GENERAL ANGLE - CORRIDOR - INCLUDE #8.

As Annie OPENS the Menges door. Marcia SHOVES Josh through first.

MARCIA

Move it!

The last person on earth Annie expected to see tonight -- Josh -- is right in her face. Marcia's SHOUTING.

MARCIA

Close it! Lock it!

ANGLE ON CORRIDOR - THE CRITTERS

Here they come, ROLLING around the corner in SPEED TURNS.

ANOTHER ANGLE - THE DOOR TO #8

As Marcia and Annie SLAM IT as the Critters arrive. Maybe a couple BOUNCE off the door.

CUT TO:

INT. MENGES' APARTMENT - NIGHT - [DARK]

Marcia and Annie AGAINST the door. Thump, thump, from the other side. Clifford and Rosalie are on the sofa -- not in very good shape. CANDLELIGHT. Annie HOLDS a candle to Josh's face [comically almost igniting him] in disbelief.

ANNIE

What are you doing here?!

JOSH

(sheepish)

Uh -- I'm with her.

[CON'T]

CONTINUED:

He indicates Marcia, who SHRUGS as she examines Clifford. Johnny walks over and SMILES like Josh's appearance is no big deal.

JOHNNY

There's monsters outside, aren't there?

JOSH

Yeah. There's monsters outside. And they're gonna try to get inside.

ANNIE

Why are you here?

JOSH

It's kind of a complicated story.

(urgent)

Listen -- those things out there. They're gonna eat through the door.

ANNIE

How do you know?

JOSH

Because they just got my dad, down-stairs! They killed him!

ANNIE

Your dad? The guy at the rest stop who was always screaming "front and center?"

JOSH

Actually, he's my stepdad. Was my stepdad.

MARCIA

I just roasted one of those damned things in the hallway. No goddamn way those are rats.

Rosalie WAVES weakly from the couch. Dizzed by quills.

ROSALIE

They were all over the basement. A whole pack of them.

CLIFFORD

(woozy)

No -- first floor. The lobby was full of them ...

[CON'T]

CONTINUED:

Everyone exchanging nervous LOOKS during this.

ANNIE

Sounds like they're all over the building.

ROSALIE

A hundred of them. At least.

MR MENGES

Excuse me, folks?

All heads turn. Mr Menges is on the phone.

MR MENGES

The phones don't seem to be working.

MARCIA

Shit! It figures.

JOSH

I saw the door downstairs. They chewed right through it.

Annie BRIGHTENS. Idea. She HURRIES to the Kitchen, where we unsurprisingly find Mrs Menges working on refreshments.

ANNIE

Fire escape! Mrs Menges -- your kitchen window should open right onto the fire escape, right.

MRS MENGES

(aback)

Well, yes, dear, but ...

ANNIE

Then we can all get out of here!

ANGLE ON THE KITCHEN WINDOW - ANNIE

As she UNLOCKS and RAISES the window. The metal grating of a rusty FIRE ESCAPE is right outside, as predicted. She HALF-CLIMBS out.

MRS MENGES

Actually, Annie, the fire escape has needed work for some time now ... Frank started work on it last year.

[CON'T]

CONTINUED:

ANNIE

Who cares how pretty it is; all we  
need is for it to get us down!

EXT. BUILDING - FIRE ESCAPE PLATFORM - NIGHT

Annie halfway out the window. From the window it looks normal.

MRS MENGES

That's sort of what I mean, dear.

ANNIE'S POV - THE FIRE ESCAPE

Its just a platform. There is no more.

RESUME ANNIE - MRS MENGES IN WINDOW

ANNIE

Where's the fire escape?

MRS MENGES

(pointing)

Down there.

A BEAT as Annie REALIZES. Then she SHOUTS into the night!

ANNIE

Oh ... FRANNNK ...

CUT TO:

EXT. BUILDING - NIGHT - LONG SHOT

Annie on the platform, far, far away, surrounded by night.

ANNIE

[VO]

... you ASSHOLLL!

CUT TO:

INT. MENGES KITCHEN - NIGHT - [DARK]

As Annie climbs back inside, turns and comes face-to with Josh.

JOSH

I thought you were afraid of  
heights.

JOHNNY

She is.

Annie PALES. Grabs her stomach. REALIZES what she just did.  
Suddenly looks ready to VOMIT.

[CON'T]

CONTINUED:

ANNIE  
(her voice tiny)  
Yeah. She is.

ANGLE ON MARCIA - AT FRONT DOOR

Thump! again. The door BOWS. Paint slivers JUMP off. SOUND OS of CHEWING. Marcia JOLTS as the door is HIT.

MARCIA  
Damn!  
(shouting back)  
Yes or no on the fire escape?!

ANGLE ON ANNIE

Still wobbly. Seated. Sipping water.

ANNIE  
No! No fire escape! No!

RESUME MARCIA

Wham! again. Johnny has wandered up trying to SEE; Marcia SHOVES him away. The door is VISIBLY WEAKENING.

MARCIA  
Can we barricade the kitchen door?

RESUME ANNIE

Looking at the naked doorframe.

ANNIE  
What kitchen door?

RESUME MARCIA

MARCIA  
Mrs Menges. Mr Menges. You don't have a gun up here; anything like that?

MR MENGES  
I got a great Civil War pistol. Used to have a frame for it. No powder, though ...

MARCIA  
Mrs Menges! How about a big knife?

[CON'T]

CONTINUED:

ANGLE ON KITCHEN DOORWAY - MRS MENGES

Chiming in with her usual Mother Goose tone, unrattled.

MRS MENGES  
How about a meat cleaver, dear?

MARCIA [OS]  
Great!

FOLLOW MRS MENGES as she REACHES past Annie to OPEN what looks like an old icebox door in the wall. About 2x2', too weirdly placed and awkward to be a normal cabinet. Mrs Menges notices Annie, noticing.

MRS MENGES  
There used to be a real kitchen in the basement a long time ago, or so I'm told. This side of the building had a dumbwaiter.

Annie PEERS inside. Too small. Not practical.

ANNIE  
Does it still work?

Mrs Menges WITHDRAWS a humungous MEAT CLEAVER, Friday the 13th size. Nonchalant. Annie double-takes, LOOKS INSIDE again.

ANNIE [CON'T]  
You don't have a chainsaw in there too? A machine gun? Some napalm?

MRS MENGES  
Afraid not. There's not even a lift in there any more. I just put a shelf in the space.

Annie ROLLS HER EYES in frustration, as we've seen her do before.

ANNIE  
Terrific.

But this time her eyes LOCK ONTO something --

INSERT - KITCHEN CEILING

Barely visible by candlelight is a square frame inset for an attic hatchway.

[CON'T]

CONTINUED:

RESUME ANNIE & MRS MENGES

Annie STAYS Mrs Menges as she starts to deliver the cleaver.

ANNIE

Wait -- what's that?

MRS MENGES

Oh. Um -- as I recall, that's a little storage area. Mr Menges and I haven't peeked up there for years; too much of a reach, these days ...

Annie RISES, DRAGS her chair over.

ANNIE

Hand me the penlight.

(looks around)

Have you got a footstool, or -- ?

Mrs Menges fetches a small STEP-STOOL Annie places ATOP the chair. Penlight in her teeth, she climbs. It's a STRETCH, but she manages to PUSH OUT the square of plywood.

ANNIE

Hey, Marcia! Josh!

ANGLE ON FRONT DOOR

We see that Josh has volunteered to help Marcia barricade the door, but it looks increasingly HOPELESS.

MARCIA

Yeah!

CUT TO:

INT. ATTICWAY - NIGHT - [TOTALLY DARK]

A square of DIM LIGHT. Annie POKES her head up. DUST. A clearance of about 2½ feet. BEAMS. Some old BOXES.

CUT TO;

INT. MENGES KITCHEN - NIGHT - [DARK]

Annie DUCKS OUT.

ANNIE

Mrs Menges -- does this connect with the roof? The elevator shaft?

[CON'T]

CONTINUED:

MRS MENGES  
I really don't know.

Mr Menges APPEARS in the Kitchen doorway. Pointing.

MR MENGES  
You get up there and crawl far enough  
that way, and you'll hit the elevator  
shaft. Elevator shaft's got one of  
them old access ladders -- you know,  
like big staples sunk into the concrete?

ANNIE  
Dad!

She CLIMBS DOWN, hurries to the Kitchen door. Clifford and Rosalie are CONSCIOUS on the couch, but not too spry.

ANNIE [CON'T]  
You guys think you can climb up  
there?

CLIFFORD  
(woozy)  
I think I'm okay. Mrs Menges pulled  
those quills out pretty fast ...

MARCIAS  
Are they poisonous?

CLIFFORD  
Don't know. Good first aid, though.  
What is the universal antidote for  
poisoning ... ?

MRS MENGES  
Burnt toast. For the carbon. And  
milk.

ROSALIE  
(burps unpleasantly)  
Thank you.

CLIFFORD  
Every time I move I feel like I have  
to throw up ... but yeah, I think  
we can make it.

!!WHAM!! This time the door JARS LOOSE in its frame!

ANNIE  
I think we'd better go now.

CUT TO:

INT. 3rd FLOOR CORRIDOR - NIGHT

Our seven Critters GNAW determinedly on the door to #8

CLOSE-UP - NECKTIE CRITTER

Wearing Briggs' TIE like a Rambo headband.

CLOSE-UP - BLEACH CRITTER

SPITTING OUT a splinter from the door -- "PTUI!"

CLOSE-UP - DUSTMOP CRITTER

Issuing a HISSY Critter command.

ANGLE ON THE CORNER - CRITTERS

As they all BALL and ROLL AWAY in the direction of the elevator.

CUT TO:

INT. MENGES KITCHEN - NIGHT - [DARK]

The chair/ladder construct is STURDIER now, and Mr Menges is HELPING Mrs Menges UP to the attic hatch. He, Clifford, and Rosalie are already IN the crawlspace.

MRS MENGES

Well, we've been climbing three floors of stairs ever since that elevator broke down, so this shouldn't be any bother ...

Marcia stands sentry by the Kitchen door.

MARCIA

I think they might've given up.

ANNIE

Johnny's next.

MARCIA

Annie, I was thinking -- if we can get to the roof, I might be able to reach the junction on the phone pole outside -- tap in, call for help.

JOSH

Yeah, nobody's gonna notice us on the roof -- the whole block's condemned or something.

[CON'T]

CONTINUED:

ANNIE

Your dad have anything to do with  
that?

JOSH

Step-dad.

Josh and Annie are still uneasily faced-off. Annie hustles Johnny up the ladder.

ANNIE

Go. I'll be up in a second.

CUT TO:

INT. FRANK'S OFFICE - NIGHT - [AFIRE]

Flames are licking up the walls.

TIGHT ON POWER BOX

Near where we saw Briggs doing his dirty work earlier. A box SHORTS violently, SPARKING.

CUT TO:

INT. MENGES KITCHEN - NIGHT - RESUMING PREVIOUS ANGLE

As the LIGHTS COME BACK ON, startling everyone. A portable TV on the Kitchen counter FUZZES to life. Marcia is halfway up the ladder.

MARCIA

I'll be damned.

CUT TO:

INT. 3rd FLOOR CORRIDOR - NIGHT

CLOSE-UP - ELEVATOR CONTROL PANEL

As it, too, SPARKS. Gears WHIRR. TILT to the old-fashioned arrow-type FLOOR INDICATOR. The car is going DOWN.

CUT TO:

INT. ELEVATOR CAR - ANGLE ON CLOSED DOORS

Rumble and VIBRATION indicates the car's rocky descent. DING. First floor. The doors ROLL BACK. And we get a glimpse of the 1st Floor Foyer FILLING UP WITH SMOKE.

CUT TO:

INT. MENGES KITCHEN - NIGHT

Everyone is UP but Josh and Annie, who GLARE each other down.

JOSH

After you.

ANNIE

No, you go first.

JOSH

You afraid I'm gonna fall again?

ANNIE

Maybe.

JOSH

At least I wasn't afraid to climb.

ANNIE

So shut up and climb.

Josh really doesn't want a fight.

JOSH

Sorry. Look, I -- forget it; it'd sound stupid.

ANNIE

What?

He DIGS in his jacket pocket.

JOSH

I brought you your bracelet back.  
Truce?

Annie finally THAWS. Maybe he's for real.

ANNIE

We will talk later.

JOSH

Yeah, about this place, and my dad ...

ANNIE

Step-dad.

JOSH

Right. Shouldn't we --

He's INTERRUPTED by a WEIRD NOISE from the dumbwaiter hatch. CRUNCH of wood. CLANK of cutlery. Annie and Josh EXCHANGE a queasy LOOK. Josh STEPS ACROSS to open the door.

[CON'T]

CONTINUED:

ANNIE  
Don't open it.

JOSH  
Are you kidding?

He OPENS the door. The dumbwaiter compartment is PACKED top to bottom with Critters. They all HISS and CHITTER.

JOSH  
Waaaah!

A HURLED KNIFE flies right past his face and STICKS in the wall. Josh SLAMS the door.

JOSH  
Hurry! Go! Up! Up! Now! Move it!

They both SCRAMBLE for the ladder, nearly KNOCKING it down.

ANNIE  
Get the broom! Get the broom!

JOSH  
What! You want to sweep up there!

Annie GRABS the broom herself and URGES Josh up first. This time he doesn't need convincing and CLIMBS like a fool. Then Annie. The Kitchen TV is still on. Commercials play. When Annie is halfway up the ladder, the Critters BURST from the dumbwaiter shaft and ROLL into the Kitchen.

JOSH  
(from porthole)  
Come on! Come on! Hurry up! Move your ass!

He HALF DRAGS her upward. Critters are already CLIMBING UP after them. Annie REAPPEARS in the porthole with the broomstick -- which she uses to KNOCK DOWN the ladder arrangement behind them. The Critters go TUMBLING.

TIGHTER ANGLE - ANNIE IN THE HATCH

Grimly giving the Critters the finger as she VANISHES from view.

CUT TO:

## INT. CRAWLSPACE - NIGHT

Very claustrophobic. Butts, elbows, knees, as the group SCUTTLES toward the elevator shaft.

JOSH

Hey!

Annie almost runs face-first into Josh's rear end as he STOPS.

ANNIE

Ouch! What!

BRIGHT FLARE as Josh STRIKES A MATCH in the confined space. We see a boxlike DEPRESSION with frayed rope and pulleys.

JOSH

(whisper)

It's the dumbwaiter.

CRITTER CHITTER can be heard vaguely OS.

JOSH

[CON'T]

Hold this.

He hands Annie the match. UNFOLDS a pocket knife.

INSERT - JOSH'S KNIFE HAND

Sawing through the ancient dumbwaiter rope.

TIGHT TWO-SHOT - JOSH AND ANNIE

As the ropes are cut completely through.

JOSH

Bye-bye, furbags.

CUT TO:

INT. MENGES KITCHEN - NIGHT - GENERAL ANGLE

Most of the Critters RUN AMOK in the Kitchen. One straggler -- DUSTMOP CRITTER -- is still INSIDE dumbwaiter. Which - WHIP! - DISAPPEARS DOWN abruptly. "WWAAAAaaa!"

ANOTHER ANGLE - THE CRITTERS

This occurrence STOPS them all. They LOOK at each other and LAUGH in their Crittery way. Pretty hysterical. We HEAR an OS CRASH of the dumbwaiter hitting bottom.

CUT TO:

INT. CRAWLSPACE - NIGHT - RESUMING JOSH & ANNIE

Annie high-fives Josh in the cramped space.

ANNIE

Yes -- !

(beat)

Now all we've got to do is find some  
way to get around the little sonsa-  
bitches ...

They CONTINUE CRAWLING OUT OF FRAME.

CUT TO:

INT. TOP OF ELEVATOR SHAFT - NIGHT

Marcia's BOOTS are just vanishing UPWARD on the utility ladder  
as Josh gets there.

ANNIE

Go. Go. I'm right behind you.

JOSH

I can't see anything.

Josh FEELS his way to the ladder and CLIMBS.

ANNIE

Did everybody get up okay?

Josh VOICE dwindle as he gets further away from her in the  
shaft. Annie HOLDS near the crawlspace access to the shaft.

JOSH [VO]

Yeah. I think everybody's up  
top. You coming.

ANNIE

I'm right behind you. I just  
don't want you falling off and  
killing me.

CLOSE-UP - ANNIE

Laying prone in the crawlspace with almost zero light. Eyes  
SQUEEZED shut. Deep breaths. Fists balled. She WHISPERS to  
herself.

ANNIE

I can do this.

A BEAT. She LOOKS DOWN THE SHAFT. SWALLOWS hard. BEAT.

[CON'T]

CONTINUED:

ANNIE [CON'T]

Go.

She WRIGGLES OUT ... and CLIMBS DOWN the ladder, with the shaft yawning dangerously below her. CAMERA DESCENDS WITH HER.

ANNIE  
Hand-foot-hand-foot-hand-foot ...

INSERT - ANNIE'S FOOT ON RUNG

Coming down and SLIPPING.

LONG SHOT - UP SHAFT - AT ANNIE

Dangling precariously for an instant before retrenching.

ANOTHER ANGLE - ANNIE ON THE LADDER

Gaining a few more rungs after her heart gets down from her mouth.

ANNIE  
Second floor. Okay. Good.

She PAUSES. MOVE INTO CLOSE-UP as she LOOKS face-to-face with one of Frank's rats, loitering by the elevator doors. She JOLTS BACK and SWATS it away.

DOWN ANGLE ON THE SHAFT

as Mr Rat FALLS, squeaking all the way ... to go SPLUT! OS.

TIGHT ON ANNIE

The sound of a falling rat smashing to paste isn't the most pleasant for a girl who is trying to kick her fear of heights. Let her SUFFER a moment. Then she presses onward. DOWNWARD. MUSIC BEGINS OVER as we

CUT TO:

INT. MENGES KITCHEN - NIGHT - GENERAL ANGLE

CARRY OVER MUSIC -- the theme to the Swedish Chef portion of The Muppet Show. All Critters TURN to look at the countertop TV.

[CON'T]

**ANGLE ON THE TV - THE SWEDISH CHEF**

A true Critteroid inspiration. When the Chef sings "mort, mort, mort!" two Critters JABBER at each other.

CRITTER SUBTITLE: "Mort! Mort! Mort!"

**ANGLE ON REFRIGERATOR**

As Critters WHISK OUT several trays of TART SHELLS filled with custard. For our purposes -- Critter-sized PIES.

**ANGLE ON NECKTIE CRITTER**

Wielding a spatula. Gets HIT with a tart. Splat!

**ANGLE ON SINK - BLEACH CRITTER**

Pokes up his head. Splat! with a cherry tart.

**VARIOUS ANGLES - THE CRITTER PIE FIGHT**

As our six Krites in the Kitchen CREAM each other with tarts, ABUSE the appliances, SHPRITZ each other with seltzer, and make a shambles of the Kitchen. As a gooey TART hits the TV set --

CUT TO:

**INT. ELEVATOR SHAFT - NIGHT - RESUMING ANNIE**

Further down. Almost home. Too smug too soon.

ANNIE

Hah. Nothing to it.

She SLIPS. FALLS FREE OF THE LADDER. And --

**NEW ANGLE - ROOF OF ELEVATOR CAR**

As Annie PLUMMETS about eight feet and SMACKS the roof of the car, KNOCKING OUT the cover for the service hatch. She YELPS.

**CLOSE-UP - ANNIE ATOP THE CAR**

The wind punched out of her. Scared. Hurt. But alive.

CUT TO:

## EXT. PARADISE ROOF - NIGHT - CLOSE-UP OF MARCIA

Cinching down her equipment belt. Clifford and Rosalie are out of it, propped against the southeast end of the roof and tended by the Menges. Josh and Johnny follow Marcia to the drainage spout on the east wall.

MARCIA

Okay. I shimmy down the spout to the ledge, walk the ledge to the phone pole at the corner, and hook on.

(confident)

We'll be outta here in twenty minutes.

Josh PEEKS over the edge, toward the front of the building, at the pole that is Marcia's target.

JOSH

How do you reach the pole?

MARCIA

Redundant cable. Keeps the lines from blowing down. It oughta hold my weight long enough for me to get my legs around the pole; hook on with my belt.

(beat; shrugs)

I'm down to one-nineteen.

JOSH

You're gonna die.

MARCIA

Any calls you want me to make for you?

She KICKS a leg over the side. Holds out her hand.

MARCIA

Belay me.

Josh grabs her hand and BRACES as she steps DOWN. Then ZIP! She's out of sight.

MARCIA

[OS]

Adios!

## JOSH'S POV - MARCIA CLIMBING

The duct threatens to DUMP her with a CREEEAK! but HOLDS long enough for her to make it safely to the ledge.

[CON'T]

CONTINUED:

ANGLE ON JOSH

as he turns back to Johnny. Looks around.

JOSH

Hey ... where did Annie go?

Johnny LOOKS AROUND and SHRUGS exaggeratedly.

CUT TO:

INT. 1st FLOOR FOYER - NIGHT - ON ELEVATOR

As the doors GRIND BACK and Annie STUMBLES out, still a bit DAZED. The Foyer is FULL OF SMOKE and she can see FLAMES licking up from the basement stairs. FIRE blocks her path toward the front entrance. She STOPS, uncertain. RUBS HER EYES.

ANNIE

Great! How about an earthquake, too, just to liven things up -- ?

CUT TO:

INT. APARTMENT #3 - NIGHT - IN THE KITCHEN

A VACANT unit identical to the Menges. TRACK SLOWLY to the dumbwaiter door -- which is BLOWN OPEN and FULL of WRECKED DUMBWAITER. Shards are pushed aside by the DUSTMOP CRITTER! Who SHAKES his head. And HEARS Annie, outside.

ANOTHER ANGLE - DUSTMOP CRITTER

As he ROLLS from the dumbwaiter to the front door, which, as with the other vacancies, stands OPEN.

CRITTERVISION POV - MOVING - ON ANNIE

As Dustmop Critter ROLLS CLOSER to her in the Foyer.

TIGHT ON THE CRITTER

He LOOKS CEILINGWARD and EMITS a high-pitched noise like a WHISTLE.

ANGLE ON ANNIE

Amid smoke and fire, she TURNS and SEES the Critter.

CUT TO:

## INT. MENGES KITCHEN - NIGHT - THE CRITTERS

The Kitchen is now a TOTAL DISASTER. The TV is EXPLODED. At the OS Critter WHISTLE they all FREEZE and TURN. Then the Necktie Critter BALLS and LEADS the others OUT.

CUT TO:

## INT. 1st FLOOR FOYER - NIGHT - RESUMING ANNIE

She and the Dustmop Critter warily CIRCLE each other. It BOWS and FIRES a QUILL which PINS her shirt to the molding!

CUT TO:

## INT. 2nd FLOOR STAIRS - NIGHT - THE CRITTERS

ROLLING DOWN. Definate trajectory. A gang on the move.

CUT TO:

## INT. 1st FLOOR FOYER - NIGHT - RESUMING ANNIE

as she RIPS her shirt FREE, BACKING toward the open elevator. AND THE DOORS CLOSE BEFORE SHE GETS THERE!

ANNIE

Oh, no!

She begins HAMMERING the panel. Doors WON'T reopen.

ANNIE [CON'T]

Open you piece of shit!

## ANGLE ON THE 1st FLOOR STAIRS - THE CRITTERS

TUMBLING down and forming a SKIRMISH LINE, trapping Annie near the elevator. They ALL BOW, as on p. 53., ready to QUILL ANNIE TO DEATH.

## CLOSE-UP - WEAPON

Rising with FIRE BG to AIM. A four-way mini-crossbow -- each bow LOADED with a PROJECTILE like the one we saw on p. 15. A blue SPARK. A model-rocket FSSSSH! And it LAUNCHES!

## RESUME ANNIE BY THE ELEVATOR

As her arms CROSS to shield her face. The projectile, leaving a VAPOR TRAIL, TAGS the Dustmop Critter and DETONATES, BLOWING the Krite to SWIRLING SMOKE and FLYING HAIR.

[CON'T]

CONTINUED:

ANGLE ON THE CRITTER GANG

as they ALL TURN AROUND en masse and SEE --

CHARLIE McFADDEN

Jumping clear of the flames by the doorway and TAKING AIM!

CLOSE-UP - WEAPON

Mounted on Charlie's shooting arm, the device REVOLVES so a fresh projectile CLICKS into position TOPSIDE.

MOVING WITH CHARLIE ACROSS FOYER

He FIRES again. FSSH!

RESUME ANNIE AT THE ELEVATOR

Charlie's shot RICOCHETS off the floor and HITS the button panel, FIZZING and SNAPPING. The elevator doors OPEN.

CLOSER ANGLE ON CHARLIE

Staring at his weapon.

CHARLIE

Aw, holy gee ... a dud.

Projectile #3 click-whirrs into position.

WIDE ANGLE - THE FOYER AND ELEVATOR

Charlie CROSSES to Annie's position as she RETREATS into the car. The Critters BALL and FALL BACK to the stairs. Charlie JOINS Annie inside the car and FIRES.

ANGLE ON STAIRWAY

The Critters are headed UP. The projectile STICKS into the hindmost Critterball and it FLOPS AROUND like a tire with an arrow in it, making a fssss LEAKING NOISE as the Critter YAWS into a wide CIRCLE, SLOWS DOWN, and BLOWS UP!

ANGLE ON THE ELEVATOR - CHARLIE AND ANNIE

When the Critter EXPLODES, the doors CLOSE and the car STARTS UPWARD.

CUT TO:

INT. ELEVATOR SHAFT - NIGHT

LOW UP ANGLE showing the car TRAVELING UPWARD.

CUT TO:

EXT. PARADISE LEDGE - NIGHT - ON MARCIA

Hugging the brick wall, INCHING toward the phone pole.

MARCIA

Dammit to hell ... even if I get  
away with this ... I don't get  
overtime ...

CUT TO:

INT. ELEVATOR - ON ANNIE AND CHARLIE

A BEAT of calm. Charlie RELOADS his wrist-weapon from a QUIVER of projectiles strapped to one calf. Annie REGARDS him warily, uneasily.

ANNIE

Uh ... hi.

CHARLIE

Hi.

(beat)

You remember me?

Annie NODS, aghast. Charlie NODS right back.

CHARLIE [CON'T]

Well, then ... thanks for calling.

Annie is still scared, but ...

ANNIE

You're welcome.

CUT TO:

EXT. PARADISE ROOF - NIGHT - ON JOSH

Monitoring Marcia's progress from the lip of the roof. He NOTICES FIRE GLURTING from the bottom floors of the building.

JOSH

Oh, shit -- we're on fire.

[CON'T]

CONTINUED:

ANGLE ON JOHNNY - WATCHING MARCIA

as she REACHES for the cable leading to the pole.

JOHNNY

Hey, Marcia!

Marcia LOOKS to see him and MIS-STEPS, nearly teakettling off the ledge. She GRABS the cable. SWINGS wildly. Johnny APPLAUDS.

TIGHT ON MARCIA - DANGLING

Johnny's CLAPPING OS.

MARCIA

God, I wish I had some aspirin.

Then she, too, SEES that the Paradise is ON FIRE.

ANGLE ON SOUTHEAST CORNER

as Josh RUSHES over to spread the news to the Menges and Clifford and Rosalie, who are LEANED AGAINST each other. He's AGITATED and doesn't quite know how to cope.

JOSH

Uh! We're on FIRE! The whole goddamned building's burning down! We're gonna be breathing smoke in ten minutes. Less!

Mrs Menges appears to ponder this. Oh, bother.

MRS MENGES

Well ... I certainly hope that help arrives before we're in serious trouble, then.

MR MENGES

What about the space aliens? Them UFO things? Maybe they'll burn up!

Josh's EXPRESSION says he's thinking seriously about JUMPING and leaving these loons to roast. He BACKS OFF a few paces. To himself:

JOSH

Come on, Annie -- what happened to you?

CUT TO:

INT. ELEVATOR - RESUMING ANNIE AND CHARLIE

[NB: Throughout this scene the OS WHIRR of the elevator INCREASES to a KEENING WHINE. At first neither notices; by Charlie's line both realize the elevator is out of control.]

Annie has no idea what to say. Awkward.

ANNIE

I guess I owe you my life, huh?

She SMACKS the button panel, offhandedly.

ANNIE [CON'T]

This damned thing ... it never worked until tonight.

CHARLIE

Maybe. But isn't it going up kinda ... fast?

They both REALIZE and BRACE themselves.

CUT TO:

EXT. PARADISE ROOF - NIGHT - ON ELEVATOR HOUSING

Josh is looking right at it as we HEAR OS "ding" and the housing BUCKLES as if PUNCHED by a HUGE FIST from beneath. He RUNS over. SMOKE is leaking from the ruptured housing.

JOSH

Annie -- ?!

A SOUND of a motor RIPPING ITSELF APART. Cable SPEWS from the housing. COGS and metal PARTS SPILL out. Then -- from the same accessway as the others used from the crawlspace -- Annie's HAND pokes out, WAVING blindly.

ANNIE [VO]

Hey! Anybody alive out there?!

Josh PULLS HER FREE. Then Charlie's GLOVE comes GROPING through. Johnny HURRIES over; he and Josh together are able to SQUEEZE Charlie through the accessway, too. Josh RECOGNIZES Charlie.

JOSH

Hey ... it's you.

[CON'T]

CONTINUED:

Charlie BRUSHES himself off.

CHARLIE

Yeah. What's left of me.

ANNIE

(excitedly)

Josh! You should've seen it! Those  
monsters were in the lobby -- and  
the building was on fire, and,  
Johnny! He --

JOSH

Guess you were right. About the  
"things."

ANNIE

-- and he shot them, and they blew  
up, it was -- it was --  
(loss for words)  
... utterly impressive.

JOSH

Do you ... do this sort of thing  
for a living, or something?

Annie GRABS Josh by the sleeves and SHAKES him with her excitement.

ANNIE

It's his job, Josh -- remember what  
he said, it's --

CHARLIE

(too modest)

Well, not really. I mean ... well,  
it's sort of what I do ...

JOSH

Did you kill all those things? Did  
you get 'em?

CHARLIE

Not all of them.

ANNIE

But ... they're probably all burned  
up by now. Right?

Charlie EXTENDS his hand, for silence.

[CON'T]

CONTINUED:

CHARLIE  
Everybody quiet. You can hear them.  
moving ... if you're quiet.

He MOTIONS to Johnny.

CHARLIE [CON'T]  
Hey, partner. How's that coin I  
gave you doing?

Johnny DIGS IT OUT. It's still GLOWING.

JOHNNY  
Green!

CHARLIE  
That's not good.

ANNIE  
(paling)  
Not good? Oh, don't say that!

CUT TO:

INT. ELEVATOR SHAFT - UP ANGLE

SMOKE is filling the shaft. Cables DANGLE, SWINGING. TILT  
to reveal the remaining FIVE CRITTERS, grouped at the bottom,  
looking UP.

CLOSER ANGLE - THE CRITTERS

Nattering. One COUGHS. That's enough for Necktie Critter to  
give the general signal for them to proceed UPWARD. The first  
two Critters SPRING into the air --

MOVING SHOT - CRITTERS ON CABLES

And, BALLING UP, literally ROLL UP ALONG the cable to the top  
of the shaft!

CRITTER THREE-SHOT

Necktie Critter, Bleach Critter, and one other. They SPRING!

ON CABLES - THE CRITTERS

ALL ROLLING UP, like tennis balls on a tightrope. GIGGLING.

CUT TO:

## EXT. PARADISE ROOF - NIGHT - HIGH ANGLE

We're still with the group near the wrecked elevator housing, but now SMOKE DRIFTS past frequently to BLOT FRAME -- the FIRE is getting near, and serious.

ANGLE ON ANNIE AND JOSH

JOSH

Are you nuts? Crawling down the elevator shaft?!

ANNIE

I wanted to get help. I didn't want to consult anybody -- I thought I could make it to a fire alarm. A phone. Anything.

JOSH

If you made it as far as the lobby, it was a good try.

ANNIE

The whole thing was burning; no way I could get out. Then Charlie --

JOSH

(overrides)

The phone -- !

CUT TO:

## INT. ELEVATOR SHAFT HOUSING - NIGHT - CRITTERVISION

Obviously the Critters are WATCHING Josh and Annie through the RENTS and RUPTURES in the housing. MOVING POV - hole-to-hole - as they TALK outside.

ANNIE

What about the phone?

JOSH

I forgot about Marcia!

Josh DASHES away. POV CONTINUES BOBBING.

ANNIE

Johnny -- stay away from the edge!

CUT TO:

EXT. PARADISE ROOF - NIGHT - ON ANNIE

The housing BG as she CALLS OS to Johnny.

ANNIE  
Get over with Dad!

REVERSE ANGLE - JOHNNY

Josh much further BG; SMOKE everywhere now.

JOHNNY  
But Marcia is --

RESUME ANNIE

Losing her temper. Fraying.

ANNIE  
I don't care! Get your butt over  
there NOW!

Behind Annie we can see Critters SQUIRMING OUT OF THE HOUSING!

RESUME JOHNNY

Waving and pointing as Charlie MARCHES past him and RAISES HIS WEAPON [seemingly AT ANNIE].

JOHNNY  
Annie! Annie! Annie!

RESUME ANNIE

As Charlie NEARS her and she inadvertently BACKS AWAY.

ANNIE  
Charlie ... ? What are you doing ...?

CLOSE-UP - JOHNNY

JOHNNY  
(yelling)  
Turn around!

ANGLE ON ANNIE - CHARLIE - THE HOUSING - MOVING

As Annie turns and SEES the Critters, Charlie FIRES! The projectile WHIZZES past her face and SPANGS off the metal of the housing, MISSING the Necktie Critter!

CLOSE-UP - NECKTIE CRITTER

Victoriously HISSING at Annie and SPRINGING AT HER FACE!

[CON'T]

CONTINUED:

FLYING CRITTERVISION POV - ANNIE

As our CAMERA/Critter SAILS right for her throat!

TIGHT ANGLE ON CHARLIE

He FIRES again.

ANGLE ON ANNIE AND NECKTIE CRITTER

The projectile TAGS the Krite !THUNK! in mid-air. BUT DOESN'T EXPLODE! It FLOPS to Annie's feet, the projectile STUCK in it. Still THRASHING and GNASHING, very vicious. Annie PICKS UP the Critter by the arrow -- Critter-on-a-stick!

ANNIE

Hit the streets!

She HURLS it high and wide. CAMERA TILT TO FOLLOW.

ANGLE ON PHONE POLE - MARCIA

Hooked on and talking into her handset.

MARCIA

... mobile ops 7707, emergency,  
repeat, emergency at --

The Critter TOSSED by Annie EXPLODES in mid-air right next to Marcia. She HOWLS. Drops handset. And FALLS BACKWARD OUT OF FRAME!

ANGLE ON JOSH - MOVING

He has the giant Menges meat cleaver and is RACING TOWARD Annie.

INSERT - CRITTER

BALLING to fire a quill. Sproing!

RESUME JOSH

As the quill NAILS him on his JACKET ZIPPER, SPARKING. He RECOILS, momentarily BLINDED. And the Critter POPS free of the housing and ROLLS toward him. Josh WRESTLES out of his jacket ... CATCHES the oncoming Critter in it and WRAPS it up inside, slinging the jacket by the sleeves and PITCHING THE WHOLE THING like a trashbag -- "Waaaa!"

[CON'T]

CONTINUED:

MOVING ANGLE - CRITTER IN JACKET

On a clear ARC for the edge of the roof ... but it FALLS SHORT. Bonk! And the Critter ROLLS OUT of the jacket, snarling!

ANGLE ON HOUSING - CRITTERS

Bleach Critter is STUCK in his exit hole. Another POPS free. The final Critter STRUGGLES his way out.

ANGLE ON CHARLIE

Johnny BEHIND him as the just-freed Critter MENACES them from nearby. Charlie AIMS, FIRES, and the Critter BLOWS UP in a multidirectional spray of Critter parts.

CHARLIE

Second one's always a dud. Can't figure that out ...

RESUME JOSH AND THE CRITTER

Josh BLOCKS the Critter from getting at the Menges, Clifford and Rosalie. They BOB and WEAVE for position.

JOSH

Okay -- let's see what you got!

The Critter RESPONDS, HISSING and SPRINGING at Josh -- who SLAMS HIS EYES SHUT and HOLDS THE MEAT CLEAVER DIRECTLY IN FRONT OF HIS FACE. The Critter STRIKES the blade nose-on and DIVIDES IN HALF -- FLYING PAST Josh's head on BOTH SIDES and DRENCHING him in green Critter GOO!

JOSH

(flinching)

Ack!

NEW ANGLE - JOSH AND THE CRITTER HALVES

As they ROLL AWAY behind him in different directions, trailing green slime.

ON HOUSING - ANNIE

She has snatched up a length of cable and is BASHING the two Critters still STUCK there. It's like playing WACK-A-MOLE. The Bleach Critter keeps DUCKING successfully.

[CON'T]

CONTINUED:

ANNIE

Quit smiling at me -- !

Bash! Pound! Krund! And [as Josh SITS DOWN HARD BG after being slimed] the other Critter LANCES in from OUT OF FRAME to give Annie a MIGHTY BITE on the arm!

NEW ANGLE - ANNIE AT THE HOUSING

RECOILING, the Critter LOCKED onto her arm. Mrs Menges ENTERS FRAME with a BASEBALL BAT and WALLOPS the Critter away! It TOUCHES DOWN and SCUTTLES behind the housing.

ANNIE

Mrs Menges!

MRS MENGES

I hit him, dear.

Charlie SHIES around one side of the housing while Annie GOES around the opposite side. Meanwhile, Mrs Menges DEALS the Bleach Critter a firm OVERHEAD BASH with the bat and Bleach VANISHES into his hole.

FAR SIDE OF HOUSING - ANNIE

Charlie in the distance, edging closer from the northwest side.

ANGLE ON JOHNNY

Who has taken up Josh's Marcia-watching position, northeast end of the roof. SMOKE. He COUGHS and RUBS his eyes.

MOVING ANGLE - MRS MENGES

Looking for Bleach. Nobody home in the crevices.

ON JOSH

Slime-blinded, arms out, BACKING toward Mr Menges, Clifford and Rosalie and trying hard to look protective.

RESUME ANNIE AND CHARLIE - FAR SIDE OF HOUSING

Scissoring the position where they know the Critter MUST be. But it's not there ... until it POPS UP in Annie's face. Charlie, STARTLED, FIRES his last shot wild and it BOUNCES OFF the housing, heads into the night sky and goes BANG.

[CON'T]

CONTINUED:

ANOTHER ANGLE - ANNIE'S FALL

as she COLLAPSES and Mrs Menges RUSHES to help her. CAMERA MOVES from them to the FAR SIDE of the housing ... where the Bleach Critter suddenly MAKES HIS MOVE!

WIDER ANGLE - THE ROOF

Bleach is headed straight for JOHNNY. Annie can SEE IT but DO nothing. Josh is too far away.

ANNIE  
Johnny! Turn around!

ANGLE ON CHARLIE

About to reload. He gives it up to CHARGE on an INTERCEPT COURSE with the Critter.

MOVING CRITTERVISION POV - JOHNNY

Rushing UP superfast. Johnny has nowhere to run.

TIGHT ANGLE - JOHNNY

Frozen in panic as Bleach UNBALLS and LEAPS for him!

MOVING ANGLE - CHARLIE

Likewise LEAPING to BLOCK the Critter. THEY COLLIDE.

ANOTHER ANGLE - INCLUDE JOHNNY

as Charlie and Bleach go RIGHT OVER THE EDGE OF THE ROOF!

ANGLE ON JOSH

Loping. Halfway to their position.

JOSH  
Holy shit! Charlie -- !

Josh and Johnny LOOK OVER the edge simultaneously.

JOSH'S POV - CHARLIE AND THE CRITTER

Hung up on the third floor FLAGPOLE, which has BENT DOWNWARD from their IMPACT. Charlie is tangled in the US flag -- which is ON FIRE. The Bleach Critter CRAWLS toward him from the more stable end. Charlie tries to KICK it but every motion JARS the flagpole.

[CON'T]

CONTINUED:

ANOTHER ANGLE - TIGHTER ON ANNIE AND CRITTER

As it LEAPS for her, she CATCHES it by its stubby arms and LOCKS her elbows, holding it as far from her face as her own arms will permit. She RUNS for the southwest corner of the building!

INSERT - THE CRITTER

In her grasp. Gnashing, champing, its teeth INCHES from her nose as she runs for --

THE CORNER OF THE ROOF

Where waits the CHIMNEY FOR THE INCINERATOR. Into which she STUFFS the Critter. It GOES DOWN -- but immediately POPS back up!

MRS MENGES [OS]

Annie!

Annie TURNS.

ANGLE ON MRS MENGES

as she LOFTS the ballbat to Annie.

RESUME ANNIE AT THE CHIMNEY

as she CATCHES the bat one-handed, TURNS BACK as the Critter RISES, holding the edges of the flue, to FIRE A QUILL that EMBEDS in the bat right in front of her face. She CRIES OUT and ANOTHER QUILL IMPALES THE BACK OF HER HAND.

ANOTHER ANGLE - ANNIE

as she DEALS a solid overhand BASH.

WIDE SHOT - THE INCINERATOR DUCT

as CAMERA TRACKS the Critter's non-visible downward FALL -- "waaa!" all the way -- and we HEAR it CRASH OS to the bottom. And perhaps go BOOM. This is our chance to PULL BACK to a WIDE SHOT of the Paradise and reveal how engulfed the whole building is by fire -- all floors. The roof is next.

CLOSE-UP - ANNIE

Backing from the flue. The bat RAISES INTO FRAME and we see that seven or eight QUILLS are stuck in it from where she BASHED the Critter. Then her eyes ROLL into a near faint.

[CON'T]

CONTINUED:

INSERT - THE FLAGPOLE MOUNT

Slowly PULLING itself free of the brick, bolt by bolt.

ANGLE ON CHARLIE'S LEG

as the spare projectiles SPILL OUT and FALL uselessly.

ANGLE ON LEDGE - JOSH

Frantically trying to monitor the battle and find a weapon.

MOVE TO ROOFTOP ANGLE - JOSH

SPRINTING to the elevator housing to grab one of the plate-sized COGS that spilled out on p. 84.

RESUME LEDGE ANGLE - JOSH

As he LEANS OUT precariously into space.

ANGLE ON FLAGPOLE - CHARLIE AND CRITTER

FLAMES all around now. Charlie KICKS. Bleach now has a shred of Charlie's costume IN HIS JAWS.

RESUME JOSH AT LEDGE

SKIMMING the cog like a metal Frisbee.

RESUME FLAGPOLE

The Bleach Critter is about to chomp meat out of Charlie's exposed leg when it SEES --

INSERT - THE COG

Flying right AT CAMERA like a missile.

RESUME FLAGPOLE

As the cog SKINS the top of the Critter's head in a PUFF of white hair. It ROLLS all the way to the Charlie end of the flagpole -- OVER CHARLIE -- and PLUMMETS like a rock.

INSERT - THE FLAGPOLE MOUNT

Pulls itself LOOSE but for a SINGLE BOLT.

[CON'T]

CONTINUED:

HIGH ANGLE - TOP OF CAMPER ON STREET BELOW

As the Critter HITS it and BURSTS like an overripe guava --  
Much more green goo COATS the Truck.

ANGLE ON CHARLIE

His pantleg is afire. He SWINGS down. BOUNCES off building.  
Oof! Now he HANGS, helpless, upside-down, tangled in the  
steel lines for the flag. SIRENS OS distant, getting nearer.

CHARLIE'S POV - MARCIA

OUT OF FOCUS as he SWINGS to-and-fro. She COMES INTO FOCUS  
gradually ... hanging, also upside-down, by one leg on her  
phone pole. They are about thirty feet apart.

MARCIA

Hey. You hang around here often?

OS sirens BLEND. Much CLOSER now.

DISSOLVE TO:

EXT. PARADISE - STREET LEVEL - NIGHT

Wet streets. Hoses snake by. Yellow police tape barricades.  
Officers, firemen and paramedics CROSS FRAME regularly. Mr  
Menges is TALKING to a newspaper reporter with a tape recorder.

MR MENGES

They were from outer space, all  
right. No doubt about that. I  
had solid proof ... but it all  
burned up. In there.

CAMERA PAN to the back of an ambulance, where sits Annie with  
a big bandage on her hand, other dressings. Ditto Josh.

JOSH

Where'd the old lady get the base-  
ball bat?

ANNIE

In the attic. It was one of the  
things Mr Menges tucked up there  
about thirty years ago.

We SEE Clifford and Rosalie on stretchers, either INSIDE or  
being LED TO another ambulance.

[CON'T]

CONTINUED:

ANNIE

Where'd you get the iron Frisbee?

JOSH

Improvisation.

ANNIE

Your throw's improved.

She WATCHES Mr Menges talking to the reporter.

ANNIE [CON'T]

Should we tell them anything?

JOSH

Like what?

ANNIE

Oh ... that we fought hairballs from space. That looked like big rats. And that we were rescued by a guy we met at a rest stop.

Josh and Annie LOOK each other in the eye. Naahh.

CHARLIE [OS]

They won't believe you.

(to Annie)

You did good.

(to Josh)

You did good, too.

He SCANS AROUND. Johnny WALKS INTO FRAME.

JOHNNY

Charlie!

CHARLIE

Let's see the coin, partner.

Johnny PRODUCES the coin. No glow. Calm silver.

CHARLIE [CON'T]

That's it. They're all accounted for, then.

Josh's attention is back on Annie.

JOSH

So. What are you doing tomorrow night?

[CON'T]

CONTINUED:

A ghost of a laugh from Annie. Charlie is suddenly GONE from where he was just standing.

ANNIE  
Charlie ... ?

They ALL LOOK AROUND, all directions. No Charlie.

JOHNNY  
He left.

Josh looks LEFT. Then RIGHT. Then, sheepishly, UP.

ANNIE  
Just like one of those Westerns.

JOHNNY  
(imitating Charlie)  
You just might need somebody like  
me. Someday.

All three of them LAUGH and we

FADE TO BLACK.

THE END.